

POTASH CORP OF SASKATCHEWAN INC  
Form 11-K  
June 18, 2010

**Form 11-K  
ANNUAL REPORT PURSUANT  
TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the fiscal year ended December 31, 2009**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**Commission file number 001-10351**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**PCS U.S. Employees Savings Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Potash Corporation of Saskatchewan Inc.**

**122 - 1<sup>st</sup> Avenue South**

**Saskatoon, Saskatchewan, Canada S7K 7G3**

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PCS U.S. Employees

Savings Plan

Financial Statements as of December 31, 2009 and 2008,

and for the Year Ended December 31, 2009,

Supplemental Schedule as of and for the Year Ended December 31, 2009,

and Report of Independent Registered Public Accounting Firm

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Plan Administrator and Participants of the PCS U.S. Employees Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the PCS U.S. Employees Savings Plan (the Plan ) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2009, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan s management. Such schedule has been subjected to the auditing procedures applied in our audit of the basic 2009 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Chicago, Illinois

June 18, 2010

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**PCS U.S. EMPLOYEES SAVINGS PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
AS OF DECEMBER 31, 2009 AND 2008**

	<b>2009</b>	<b>2008</b>
<b>ASSETS:</b>		
Participant-directed investments at fair value (Note 3)	\$ 255,038,112	\$ 197,901,416
Receivables:		
Company performance contribution	1,872,065	3,519,160
Unsettled trades	21,942	2,921
Total assets	256,932,119	201,423,497
<b>LIABILITIES</b> Corrective distributions payable	(33,381)	(26,441)
<b>NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE</b>	256,898,738	201,397,056
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	623,260	2,017,500
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	\$ 257,521,998	\$ 203,414,556

See notes to financial statements.

**PCS U.S. EMPLOYEES SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEAR ENDED DECEMBER 31, 2009**

**ADDITIONS:**

Company matching contributions	\$ 3,260,606
Company performance contribution	1,872,065
Participant contributions	10,183,413
Rollover contributions	387,265

Total contributions	15,703,349
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**Investment income:**

Net appreciation in fair value of investments (Note 3)	52,491,744
Interest and dividends	2,877,342

Net investment income	55,369,086
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Other additions net	11,124
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Total additions	71,083,559
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**DEDUCTIONS:**

Benefits paid to participants	(16,935,308)
Administrative expenses	(33,869)
Corrective distributions	(6,940)

Total deductions	(16,976,117)
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INCREASE IN NET ASSETS	54,107,442
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**NET ASSETS AVAILABLE FOR BENEFITS:**

Beginning of year	203,414,556
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End of year	\$ 257,521,998
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See notes to financial statements.

**PCS U.S. EMPLOYEES SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
AS OF DECEMBER 31, 2009 AND 2008 AND FOR THE YEAR ENDED DECEMBER 31, 2009**

**1. DESCRIPTION OF PLAN**

The following description of the PCS U.S. Employees Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

**General** The Plan is a defined contribution plan sponsored by PCS Administration (USA), Inc. (the Company) covering all eligible employees of the Company; PCS Phosphate Company, Inc.; PCS Sales (USA), Inc.; certain employees of White Springs Agricultural Chemicals, Inc.; and certain employees of PCS Nitrogen, as defined in the Plan document. The Employee Benefits Committee of the Company controls and manages the operation and administration of the Plan. Fidelity Management Trust Company (Fidelity) serves as the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In October 2009, Potash Corporation of Saskatchewan announced a reduction of personnel at the White Springs, Florida facility. Severance packages were issued to each of those personnel affected (2009 White Springs Severance Program). All employees who were eligible to receive plan benefits under the 2009 White Springs Severance Program were fully vested and eligible to receive a 2009 performance contribution, as provided in the Plan. There were no additional Plan enhancements. The reduction did not have any impact on the benefits disclosed in the Plan's financial statements.

**Contributions** Participants may contribute up to 50% of base compensation each year, as defined in the Plan document, subject to certain Internal Revenue Code (IRC) limitations. These contributions may be pretax contributions and/or after-tax contributions. Participants who are age 50 and over may also make additional catch-up contributions.

The Plan has an Automatic Enrollment provision, under which new participants are set up with a 3% pretax deferral, unless they formally waive participation or elect a different participation level.

The Company will match \$0.50 for each \$1.00 of participant contributions, excluding catch-up contributions, up to 6% of base compensation, subject to certain limitations as described in the Plan agreement and the Internal Revenue Code of 1986, as amended. Participants may also rollover amounts representing distributions from other qualified defined benefit or contribution plans (rollover contributions), which are not eligible for the Company match.

The Company may also make a discretionary Company performance contribution ranging from 0% to 3% of each eligible participant's base pay. The 2009 and 2008 Company performance contributions were 1.5% and 3%, respectively, of each eligible participant's base pay.

**Participant Accounts** Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, the Company's performance contribution when applicable, and allocations of Plan earnings, and is charged with withdrawals, allocation of Plan losses and

administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

**Investments** Participants direct the investment of their account balances and contributions into various investment options offered by the Plan. The Plan currently offers Potash Corporation of Saskatchewan Inc. (PCS) Common Stock, a selection of mutual funds, and one pooled investment stable value fund. The U.S. Government Reserves Fund is used to maintain dividends distributed by a participant's investment in PCS common stock and is not available as a participant-directed investment option. The PCS stock purchase account is a money market fund that is used in the recordkeeping of the purchases and sales of fractional shares of Company stocks and is not available as a participant-directed investment option. Effective as of October 1, 2008, the investment option Legg Mason Value Trust FI Class was no longer available for new contributions. A new investment option, T. Rowe Price Dividend Growth Fund, was added to the Plan as of October 26, 2009. All existing balances in the Legg Mason Value Trust FI Class were transferred into the T. Rowe Price Dividend Growth Fund on January 4, 2010.

Participants who are enrolled in the Plan under the automatic enrollment provision and who have not otherwise directed, will have their contributions and the employer contributions invested in the Plan's default fund which has been designated as the Fidelity Freedom Funds, specifically the Freedom Fund that has a target retirement date closest to the year that the participant might retire, based on the participant's current age and assuming a normal retirement age of 65.

**Vesting** Participants are immediately vested in their account balances.

**Participant Loans** Participants may borrow from their fund accounts up to a maximum amount equal to the lesser of \$50,000 or 50% of the participant contribution portion of their account balance. Loan terms range from one to five years or up to 20 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at two percentage points above the rate for five-year U.S. Treasury notes on the last day of the preceding calendar quarter in which the funds are borrowed. Loans for the purchase of a primary residence bear interest at the standard lending rate for 20-year fixed rate home mortgage loans. Principal and interest are paid ratably through payroll deductions.

**Payments of Benefits** On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's interest in his or her account; or monthly, quarterly, or annual installments over the participant's estimated life span. Other forms of benefits are also provided to participants whose accounts were transferred from other plans. A participant may elect to receive payment of benefits prior to termination of service, as defined in the Plan. Participants may elect to receive their investment in the PCS Stock Fund in cash or in whole shares of PCS Common Stock. The Plan includes an ESOP feature with a dividend payout program whereby participants may elect to receive dividends paid on their shares of PCS Common Stock in the PCS Stock Fund.

**Plan Amendments** The Plan was amended to comply with the Final Code Section 415 Regulations, the Pension Protection Act of 2006 and subsequent laws and regulations. An amendment was made to memorialize the terms of the 2009 White Springs Severance Program. This amendment identifies participants who are covered under the Plan and the various dates of coverage, defines eligibility for a 2009 Performance Contribution and clarifies how severance pay or additional compensation will be considered in determining any type of contributions or benefits under the Plan for participants who qualify for this program. Loan provisions under the Plan were amended to allow participants to continue to make loan repayments after they are no longer actively employed.



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

**Use of Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

**Risks and Uncertainties** The Plan utilizes various investment instruments, including mutual funds, a pooled investment stable value fund, and common stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

**Investment Valuation and Income Recognition** The Plan's investments are stated at fair value in accordance with ASC 820, *Fair Value Measurements*. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The PCS common stock is valued at quoted market price. The Fidelity Managed Income Portfolio II (the Portfolio) is stated at fair value and then adjusted to contract value as the Portfolio's investment contracts are fully benefit-responsive. Fair value of the Portfolio is the sum of the fair value of the underlying investments. Contract value of the Portfolio is the sum of participant and Company contributions, plus accrued interest thereon less withdrawals. Participant loans are valued at the outstanding loan balances.

In accordance with GAAP, the Portfolio is presented at fair value in participant-directed investments on the statements of net assets available for benefits, and an additional line item is presented showing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds and pooled fund are deducted from income earned on a daily basis and are not separately charged to an expense. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

**The Fidelity Managed Income Portfolio II** The Portfolio is a stable value fund that is a commingled pool of the Fidelity Group Trust for Employee Benefit Plans. The Portfolio may invest in fixed interest insurance company investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and other fixed income securities. Fair value of the Portfolio is the net asset value of its holdings at year-end. Underlying securities for which quotations are readily available are valued at their most recent bid prices or are valued on the basis of information provided by a pricing service. Fair value of the underlying investment contracts is estimated using a discounted cash flow model.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the Portfolio at contract value. The crediting interest rates were 1.53% and

3.48% at December 31, 2009 and 2008, respectively, which were based on the interest rates of the underlying portfolio of assets. The average yield for the year ended December 31, 2009 was 2.74%.

**New Accounting Guidance** In June 2009, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Codification ( ASC ) Topic 105, Generally Accepted Accounting Principles ( ASC 105 ) (formerly Statement of Financial Accounting Standards ( SFAS ) 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – A Replacement Of FASB Statement No. 162*) which became the source of authoritative GAAP recognized by the FASB, applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (the SEC ) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of ASC 105, the codification superseded all existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature, not included in the codification became non-authoritative. ASC 105 is effective for interim and annual periods ending after September 15, 2009. The adoption of ASC 105 did not have a material impact on the Plan's financial statements, aside from changing the nomenclature used to reference accounting literature in the notes to the financial statements.

In May 2009, the FASB issued ASC 855 (originally issued as FASB Statement No. 165, *Subsequent Events*) to establish general standards of accounting for and disclosing events that occur after the balance sheet date, but prior to the issuance of financial statements. ASC 855 provides guidance on when financial statements should be adjusted for subsequent events and requires companies to evaluate subsequent events through the date the financial statements are issued. ASC 855 is effective for periods ending after June 15, 2009. All subsequent events are disclosed in Note 9.

In April 2009, FASB Staff Position 157-4, *Disclosures Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, was issued (later codified into ASC 820) which expanded disclosures and requires that major category for debt and equity securities be determined on the basis of the nature and risks of the investments. This guidance was applied prospectively in 2009, and the impact of adoption of this standard was not material to the Plan's net assets available for benefits.

In September 2009, the FASB issued ASU No. 2009-12, *Fair Value Measurements and Disclosures: Investments in Certain Entities That Calculate Net Asset per Share (or Its Equivalent)* ( ASU 2009-12 ), which amended ASC Subtopic 820-10, *Fair Value Measurements and Disclosures – Overall*. ASU No. 2009-12 is effective for the first reporting period ending after December 15, 2009. ASU No. 2009-12 expands the required disclosures for certain investments with a reported net asset value (NAV). ASU No. 2009-12 permits, as a practical expedient, an entity holding investments in certain entities that calculate net asset value per share or its equivalent for which the fair value is not readily determinable, to measure the fair value of such investments on the basis of that net asset value per share or its equivalent without adjustment. The ASU requires enhanced disclosures about the nature and risks of investments within its scope. Such disclosures include the nature of any restrictions on an investor's ability to redeem its investments at the measurement date, any unfunded commitments, and the investment strategies of the investee. The Plan has adopted ASU No. 2009-12 on a prospective basis for the year ended December 31, 2009. Adoption did not have a material impact on the fair value determination and disclosure of applicable investments. The effect of the adoption of the ASU had no impact on the statements of net assets available for benefits and statement of changes in net assets available for benefits.

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures* (ASU No. 2010-06), which amends ASC 820, adding new requirements for disclosures for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan is currently evaluating the impact of adopting ASU No. 2010-06.

**Administrative Expenses** Administrative expenses of the Plan are paid by the Plan or the Plan Sponsor, as provided in the Plan Document.

**Payment of Benefits** Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of participants who had elected to withdraw from the Plan but had not yet been paid at December 31, 2009 and 2008.

**Corrective Distributions Payable** The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

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**3. INVESTMENTS**

The Plan's investments are shown below. Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2009 and 2008, are marked with an asterisk:

	<b>2009</b>	<b>2008</b>
Fixed income and bond funds:		
Fidelity Managed Income Portfolio II	\$ 49,606,450*	\$ 49,716,149*
Fidelity Retirement Money Market Portfolio	13,026,692*	12,355,641*
Fidelity Institutional Short-Intermediate Government Fund	6,649,210	5,903,437
Fidelity U.S. Government Reserves Fund	140	135
Equity funds:		
Davis NY Venture A	13,974,819*	10,467,834*
Legg Mason Value Trust FI Class	4,601,354	3,619,540
ABF Large Cap Value Inst	811,105	484,925
T. Rowe Price Dividend Growth Fund	66,346	
Fidelity Puritan Fund	10,655,832	8,607,553
Fidelity Growth Company	10,459,391	6,800,343
Fidelity Overseas Fund	6,680,810	4,774,748
Fidelity Mid-Cap Stock Fund	4,915,230	2,628,908
Fidelity Small Cap Stock Fund	3,338,126	1,506,006
Fidelity Freedom Income	583,571	268,808
Fidelity Freedom 2000	212,469	182,918
Fidelity Freedom 2005	28,564	25,329
Fidelity Freedom 2010	1,914,235	1,187,338
Fidelity Freedom 2015	1,523,422	1,194,827
Fidelity Freedom 2020	1,788,832	1,326,565
Fidelity Freedom 2025	1,247,000	744,498
Fidelity Freedom 2030	657,499	432,725
Fidelity Freedom 2035	519,114	171,025
Fidelity Freedom 2040	590,612	276,989
Fidelity Freedom 2045	227,214	81,069
Fidelity Freedom 2050	307,838	108,373
Fidelity Spartan US Equity Index Fund	7,734,054	5,331,044
PCS Common Stock	106,771,270*	73,853,448*
PCS Stock Purchase Account	1,026	1,836
Participant loans	6,145,887	5,849,405
Total at fair value	\$ 255,038,112	\$ 197,901,416

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Fixed income and bond funds	Fidelity Institutional Short-Intermediate Government Fund	\$ (90,324)
Equity funds:		
	Davis NY Venture A	3,273,555
	Legg Mason Value Trust FI Class	1,369,866
	ABF Large Cap Value Inst	159,634
	T. Rowe Price Dividend Growth Fund	505
	Fidelity Puritan Fund	1,957,343
	Fidelity Growth Company	2,851,298
	Fidelity Overseas Fund	1,215,014
	Fidelity Mid-Cap Stock Fund	1,499,812
	Fidelity Small Cap Stock Fund	1,211,487
	Fidelity Freedom Income	51,031
	Fidelity Freedom 2000	25,740
	Fidelity Freedom 2005	8,350
	Fidelity Freedom 2010	251,058
	Fidelity Freedom 2015	284,792
	Fidelity Freedom 2020	346,549
	Fidelity Freedom 2025	227,027
	Fidelity Freedom 2030	110,339
	Fidelity Freedom 2035	89,839
	Fidelity Freedom 2040	119,123
	Fidelity Freedom 2045	44,574
	Fidelity Freedom 2050	67,233
	Fidelity Spartan US Equity Index Fund	1,478,610
	PCS Common Stock	35,939,289
Net appreciation of investments		\$ 52,491,744

In accordance with ASU No. 2009-12, the Plan expanded its disclosures to include the redemption frequency and redemption notice period for the Portfolio as its fair value is estimated using the net asset value per share as of December 31, 2009. The participants in the Plan are able to redeem from the Portfolio immediately. The Portfolio has no redemption restrictions and there is no redemption notice period required for participants.

#### **4. EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of investment funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for the investment management services were included as a reduction of the return earned on each fund.

At December 31, 2009 and 2008, the Plan held approximately 984,067 and 1,008,651 shares, respectively, of common stock of Potash Corporation of Saskatchewan ( Potash Corporation ), the parent company of the Plan sponsor, with a cost basis of \$67,852,114 and \$69,127,377, respectively. During the year ended December 31, 2009, the Plan recorded dividend income of \$399,193.

#### **5. PLAN TERMINATION**

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the



provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

## 6. FAIR VALUE MEASUREMENTS

Effective January 1, 2008, the Plan adopted ASC 820. ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

### Basis of Fair Value Measurement

*Level 1* Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

*Level 2* Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly. Level 2 inputs may also include pricing models whose inputs are observable or derived principally from or corroborated by observable market data;

*Level 3* Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table sets forth by level within the fair value hierarchy the Plan investment assets at fair value, as of December 31, 2009 and 2008. As required by ASC 820, assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	<b>Investment Assets</b>			<b>Total</b>
	<b>at Fair Value as of December 31, 2009</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	
PCS Common Stock	\$ 106,771,270	\$	\$	\$ 106,771,270
Mutual Funds	92,514,505			92,514,505
Common Collective Trust		49,606,450		49,606,450
Participant Loans		6,145,887		6,145,887
Total investment assets at fair value	\$ 199,285,775	\$ 55,752,337	\$	\$ 255,038,112

**Investment Assets  
at Fair Value as of December 31, 2008**

	Level 1	Level 2	Level 3	Total
PCS Common Stock	\$ 73,853,448	\$	\$	\$ 73,853,448
Mutual Funds	68,482,414			68,482,414
Common Collective Trust		49,716,149		49,716,149
Participant Loans		5,849,405		5,849,405
Total investment assets at fair value	\$ 142,335,862	\$ 55,565,554	\$	\$ 197,901,416

**7. FEDERAL INCOME TAX STATUS**

The Internal Revenue Service has determined and informed the Company by a letter, dated December 19, 2008, that the Plan was designed in accordance with applicable IRC requirements. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

A reconciliation of the financial statements to the Form 5500 as of December 31, 2009 and 2008, is as follows:

	2009	2008
Statements of net assets available for benefits:		
Net assets available for benefits per the financial statements	\$ 257,521,998	\$ 203,414,556
Company performance contribution receivable	(1,872,065)	(3,519,160)
Corrective distributions payable at December 31	33,381	26,441
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(623,260)	(2,017,500)
Rounding	(1)	(1)
Net assets available for benefits per the Form 5500 at fair value	\$ 255,060,053	\$ 197,904,336
Statement of changes in net assets available for benefits:		
Increase in net assets per the financial statements	\$ 54,107,442	
Decrease Company performance contribution receivable	1,647,095	
Increase corrective distributions payable at December 31	6,940	
Decrease in adjustment from fair value to contract value for fully benefit-responsive investment contracts	1,394,240	
Net income per Form 5500	\$ 57,155,717	



**9. SUBSEQUENT EVENTS**

All existing balances in the Legg Mason Value Trust F1 Class were transferred into the T. Rowe Price Dividend Growth Fund on January 4, 2010.

The Fidelity Overseas Fund will be removed as an investment option effective July 1, 2010 and will be replaced by the Harbor International Fund Investor Class. Existing balances will be moved from the Fidelity Overseas Fund to the Harbor International Fund Investor Class shortly thereafter.

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**SUPPLEMENTAL SCHEDULE**

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**PCS U.S. EMPLOYEES SAVINGS PLAN  
FORM 5500, SCHEDULE H, PART IV, LINE 4i SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)  
AS OF DECEMBER 31, 2009**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost**	Current Value
SHARES OF REGISTERED INVESTMENT COMPANIES:			
Davis Selected Advisors, L.P.	Davis NY Venture A	\$	\$ 13,974,819*
Legg Mason Fund Advisor, Inc.	Value Trust FI Class		4,601,354
American Beacon Advisors, Inc.	ABF Large Cap Value Inst		811,105
T. Rowe Price Investment Services, Inc.	TRP Dividend Growth Fund		66,346
* Fidelity Management Trust Company	Puritan Fund		10,655,832
* Fidelity Management Trust Company	Growth Company		10,459,391
* Fidelity Management Trust Company	Overseas Fund		6,680,810
*	Retirement Money Market		
Fidelity Management Trust Company	Portfolio		13,026,692*
* Fidelity Management Trust Company	Mid-Cap Stock Fund		4,915,230
* Fidelity Management Trust Company	Small Cap Stock Fund		3,338,126
* Fidelity Management Trust Company	Freedom Income		583,571
* Fidelity Management Trust Company	Freedom 2000		212,469
* Fidelity Management Trust Company	Freedom 2005		28,564
* Fidelity Management Trust Company	Freedom 2010		1,914,235
* Fidelity Management Trust Company	Freedom 2015		1,523,422
* Fidelity Management Trust Company	Freedom 2020		1,788,832
* Fidelity Management Trust Company	Freedom 2025		1,247,000
* Fidelity Management Trust Company	Freedom 2030		657,499
* Fidelity Management Trust Company	Freedom 2035		519,114
* Fidelity Management Trust Company	Freedom 2040		590,612
* Fidelity Management Trust Company	Freedom 2045		227,214
* Fidelity Management Trust Company	Freedom 2050		307,838
* Fidelity Management Trust Company	Spartan US Equity Index Fund		7,734,054
* Fidelity Management Trust Company	Institutional Short-Intermediate Government Fund		6,649,210
* Fidelity Management Trust Company	U.S. Government Reserves Fund	140	140
* COMMINGLED POOL Fidelity Management Trust Company	Managed Income Portfolio II		49,606,450*
* POTASH CORPORATION OF SASKATCHEWAN	PCS Common Stock, 984,067.003 shares		106,771,270*
* PCS STOCK PURCHASE ACCOUNT	Money Market	1,026	1,026
* PARTICIPANT LOANS	Due 2010 through 2029; interest rates 3.5% to 8.25%.		6,145,887

TOTAL ASSETS HELD FOR  
INVESTMENT

\$ 255,038,112

\* Party-in-interest.

\*\* Cost information is  
not required for  
participant-directed  
investments and,  
therefore, is not  
included.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

**PCS U.S. Employees Savings Plan**

(Name of Plan)

Date: June 18, 2010

/s/ Barbara Jane Irwin  
Barbara Jane Irwin  
Senior Vice President, Administration  
PCS Administration (USA), Inc.,  
as Plan Administrator

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**EXHIBIT INDEX**

Exhibit Number	Description of Exhibit
23.1	Consent of Deloitte & Touche LLP