
U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004
Commission file number 1-10351

Potash Corporation of Saskatchewan Inc.

(Exact name of the registrant as specified in its charter)

Canada
*(State or other jurisdiction of
incorporation or organization)*

N/A
*(I.R.S. employer
identification no.)*

122 - 1st Avenue South
Saskatoon, Saskatchewan, Canada S7K 7G3
306-933-8500

(Address and telephone number of the registrant's principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of exchange on which registered</u>
Common Shares, No Par Value	New York Stock Exchange

The Common Shares are also listed on the Toronto Stock Exchange in Canada

Securities registered pursuant to Section 12(g) of the Act: none

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

At June 30, 2004, the aggregate market value of the 53,620,914 (107,241,828 post August 2004 stock split) Common Shares held by non-affiliates of the registrant was approximately \$5,195,866,568.73.

At February 28, 2005, the registrant had 111,290,020 Common Shares outstanding.

Explanatory Note

The registrant hereby amends Item 13 of its Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (the "Original Form 10-K") which was filed with the Securities and Exchange Commission on March 11, 2005. The remainder of the Original Form 10-K is not reproduced in this amendment, and this Amendment No. 1 to the Original Form 10-K (the "Amendment") does not reflect events occurring after the filing of the Original Form 10-K or, except as indicated with respect to information relating to certain relationships and related transactions, modify or update the Original Form 10-K.

PART III

ITEM 13. Certain Relationships and Related Transactions.

The information under “Nominees For Election To The Board Of Directors,” including the second paragraph under “Director Independence” at page 12, and “Executive Compensation” in our 2005 Proxy Circular, attached as Exhibit 99, is incorporated herein by reference.

A son, David Stromberg, of Robert Stromberg, a member of our Board of Directors, is a director and a major indirect shareholder of Micro Oil Inc. (“Micro Oil”), a privately held process oil blender and supplier based in Saskatoon, Saskatchewan. David Stromberg is also the president of Micro Oil. Another son of Robert Stromberg, Jeffrey Stromberg, is a shareholder of Micro Oil. In 2003 and 2004, purchases in an aggregate amount of approximately Cdn \$119,000 and Cdn \$352,000, respectively, were made by the registrant from Micro Oil. Purchases from Micro Oil are made in the ordinary course of business and on trade terms that are customary in the industry and generally consistent with the terms of comparable transactions of the registrant with other suppliers. Robert Stromberg has no direct or indirect interest in such transactions.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

POTASH CORPORATION OF SASKATCHEWAN INC.

By: /s/ WILLIAM J. DOYLE

William J. Doyle
President and Chief Executive Officer
April 22, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DALLAS J. HOWE</u> Dallas J. Howe	Chair of the Board	April 22, 2005
<u>/s/ WAYNE R. BROWNLEE</u> Wayne R. Brownlee	Senior Vice President, Treasurer and Chief Financial Officer (Principal financial and accounting officer)	April 22, 2005
<u>/s/ WILLIAM J. DOYLE</u> William J. Doyle	President and Chief Executive Officer	April 22, 2005
<u>/s/ FREDERICK J. BLESJ</u> Frederick J. Blesj	Director	April 22, 2005
<u>John W. Estey</u>	Director	
<u>/s/ WADE FETZER III</u> Wade Fetzer III	Director	April 22, 2005
<u>/s/ ALICE D. LABERGE</u> Alice D. Laberge	Director	April 22, 2005
<u>/s/ JEFFREY J. MCCAIG</u> Jeffrey J. McCaig	Director	April 22, 2005
<u>/s/ MARY MOGFORD</u> Mary Mogford	Director	April 22, 2005
<u>/s/ PAUL J. SCHOENHALS</u> Paul J. Schoenhals	Director	April 22, 2005

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ E. ROBERT STROMBERG, Q.C.</u> E. Robert Stromberg, Q.C.	Director	April 22, 2005
<u>/s/ JACK G. VICQ</u> Jack G. Vicq	Director	April 22, 2005
<u>Elena Viyella de Paliza</u>	Director	

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
31(a)	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(b)	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION

I, William J. Doyle, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K of Potash Corporation of Saskatchewan Inc.;

2. Based on my knowledge, this Amendment No. 1 does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this Amendment No. 1, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 22, 2005

By: /s/ WILLIAM J. DOYLE

William J. Doyle
President and Chief Executive Officer

CERTIFICATION

I, Wayne R. Brownlee, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K of Potash Corporation of Saskatchewan Inc.;

2. Based on my knowledge, this Amendment No. 1 does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in Amendment No. 1, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 22, 2005

By: /s/ WAYNE R. BROWNLEE

Wayne R. Brownlee
*Senior Vice President, Treasurer and
Chief Financial Officer*

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of Potash Corporation of Saskatchewan Inc. (the "Company"), does hereby certify, to such officer's knowledge, that:

This Amendment No. 1 to the annual report on Form 10-K for the year ended December 31, 2004 (the "Form 10-K/A"), of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in this Amendment No. 1 fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 22, 2005

/s/ William J. Doyle

William J. Doyle
President and Chief Executive Officer

Dated: April 22, 2005

/s/ Wayne R. Brownlee

Wayne R. Brownlee
*Senior Vice President, Treasurer, and
Chief Financial Officer*

The foregoing certification is being furnished as an exhibit to the Form 10-K/A pursuant to Item 601(6)(32) of Regulation S-K, section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Form 10-K/A.