

PETROBRAS INTERNATIONAL FINANCE CO
Form 8-A12B
November 10, 2009

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 1-15106
PETRÓLEO BRASILEIRO S.A. PETROBRAS
(Exact name of registrant as specified in its charter)
**BRAZILIAN PETROLEUM
CORPORATION PETROBRAS**
(Translation of registrant's name into English)
FEDERATIVE REPUBLIC OF BRAZIL
**(Jurisdiction of Incorporation
or Organization)**

**Avenida República do Chile, 65
20035-900 Rio de Janeiro RJ,
Brazil
(55-21) 3224-4477**
(Address of principal executive offices)

Commission File Number 333-14168
**PETROBRAS INTERNATIONAL FINANCE
COMPANY**
(Exact name of registrant as specified in its charter)
Not Applicable
(Translation of registrant's name into English)
CAYMAN ISLANDS
**(Jurisdiction of Incorporation
or Organization)**

**Anderson Square Building, P.O. Box 714
George Town, Grand Cayman
Cayman Islands B.W.I.**
(Address of principal executive offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

Securities Act registration statement file numbers to which this form relates: **333-139459-01**
Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class
to be so Registered**

6.875% Global Notes due 2040
Securities to be registered pursuant to Section 12(g) of the Act:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Name of Each Exchange on Which
Each Class is to be Registered**

New York Stock Exchange

None
(Title of class)

Item 1. Description of Registrants Securities to be Registered.

For a description of the securities to be registered hereunder, reference is made to the information under the heading Description of Debt Securities on pages 8 through 25 of Petrobras International Finance Company s (the Company or PifCo) Prospectus dated December 18, 2006 (Registration No. 333-139459-01), as supplemented by the information under the headings Risk Factors Risks Relating to PifCo s Debt Securities and Description of the Notes on pages S-14 through S-15 and S-20 through S-30, respectively, of the Company s related Prospectus Supplement, dated October 23, 2009, which information is incorporated herein by reference and made part of this registration statement in its entirety.

Item 2. Exhibits.

99 (A). Prospectus, dated December 18, 2006, and Prospectus Supplement, dated October 23, 2009, incorporated by reference to the Company s filing under Rule 424(b)(2), dated October 27, 2009.

99 (B). Form of 6.875% Global Note due 2040 incorporated by reference to Exhibit 4.6 of the Report on Form 6-K of the Company filed on November 2, 2009.

99 (C). Indenture among the Company and The Bank of New York Mellon (formerly The Bank of New York) (the Trustee), dated as of December 15, 2006, incorporated by reference to Exhibit 4.9 of the Registration Statement on Form F-3 of the Company filed on December 18, 2006 (Registration No. 333-139459-01).

99 (D). Fourth Supplemental Indenture among the Company, Petr3leo Brasileiro S.A. Petrobras (Petrobras) and the Trustee, dated as of October 30, 2009, incorporated by reference to Exhibit 4.5 of the Report on Form 6-K of the Company filed on November 2, 2009.

99 (E). Guaranty for the 2040 Notes among Petrobras and the Trustee, dated as of October 30, 2009, incorporated by reference to Exhibit 4.4 of the Report on Form 6-K of the Company filed on November 2, 2009.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

PETRÓLEO BRASILEIRO S.A. PETROBRAS
(Registrant)

By: /s/ Almir Guilherme Barbassa
Name: Almir Guilherme Barbassa
Title: Chief Financial Officer

By: /s/ Guilherme de Oliveira Estrella
Name: Guilherme de Oliveira Estrella
Title: Chief Exploration and Production
Officer

PETROBRAS INTERNATIONAL FINANCE
COMPANY
(Registrant)

By: /s/ Sérgio Túlio da Rosa Tinoco
Name: Sérgio Túlio da Rosa Tinoco
Title: Chief Financial Officer

By: /s/ Daniel Lima de Oliveira
Name: Daniel Lima de Oliveira
Title: Chief Executive Officer

Date: November 3, 2009

INDEX TO EXHIBITS

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99 (D).	Fourth Supplemental Indenture among the Company, Petrobras and the Trustee, dated as of October 30, 2009, incorporated by reference to Exhibit 4.5 of the Report on Form 6-K of the Company filed on November 2, 2009.
99 (E).	Guaranty for the 2040 Notes among Petrobras and the Trustee, dated as of October 30, 2009, incorporated by reference to Exhibit 4.4 of the Report on Form 6-K of the Company filed on November 2, 2009.