

BRAZILIAN PETROLEUM CORP
Form 8-A12B
November 16, 2007

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

Commission File Number 333-14168

PETRÓLEO BRASILEIRO S.A. - PETROBRAS

(Exact name of registrant as specified in its charter)

PETROBRAS INTERNATIONAL FINANCE COMPANY

(Exact name of registrant as specified in its charter)

BRAZILIAN PETROLEUM CORPORATION

Not Applicable

(Translation of registrant's name into English)

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)

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.

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(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file numbers to which this form relates: **333-139459-01**

Edgar Filing: BRAZILIAN PETROLEUM CORP - Form 8-A12B

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

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| 5.875% Global Notes due 2018 | New York Stock Exchange |

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

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 23 of Petrobras International Finance Company s (the Company or PifCo) Prospectus dated December 18, 2006 (Registration Nos. 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-12 through S-13 and S-17 through S-26, respectively, of the Company s related Prospectus Supplement, dated October 29, 2007, 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 29, 2007, incorporated by reference to the Company s filing under Rule 424(b)(2), dated October 31, 2007.

99 (B). Form of Global Note incorporated by reference to Exhibit 4.3 of the Report on Form 6-K of the Company filed on November 13, 2007.

99 (C). Indenture among the Company and The Bank of New York 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). First Supplemental Indenture among the Company, Petrobras and The Bank of New York, dated as of November 1, 2007, incorporated by reference to Exhibit 4.2 of the Report on Form 6-K of the Company filed on November 13, 2007.

99 (E). Standby Purchase Agreement among Petrobras and The Bank of New York, dated as of November 1, 2007, incorporated by reference to Exhibit 4.1 of the Report on Form 6-K of the Company filed on November 13, 2007.

Edgar Filing: BRAZILIAN PETROLEUM CORP - Form 8-A12B

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 Estrella

Name: Guilherme Estrella

Title: Diretor E&P

PETROBRAS INTERNATIONAL FINANCE COMPANY

(Registrant)

By: /s/ Sérgio Túlio da R. Tinoco

Name: Sérgio Túlio da R. Tinoco

Title: Financial Manager

By: /s/ Daniel L. Oliveira

Name: Daniel L. Oliveira

Title: Chairman

Date: November 14, 2007

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|--|
| 99 (A). | Prospectus, dated December 18, 2006 and Prospectus Supplement, dated October 29, 2007, incorporated by reference to the Company's filing under Rule 424(b)(2), dated October 31, 2007. |
| 99 (B). | Form of Global Note incorporated by reference to Exhibit 4.3 of the Report on Form 6-K of the Company filed on November 13, 2007. |
| 99 (C). | Indenture among the Company and The Bank of New York 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). | First Supplemental Indenture among the Company, Petrobras and The Bank of New York, dated as of November 1, 2007, incorporated by reference to Exhibit 4.2 of the Report on Form 6-K of the Company filed on November 13, 2007. |
| 99 (E). | Standby Purchase Agreement among Petrobras and The Bank of New York, dated as of November 1, 2007, incorporated by reference to Exhibit 4.1 of the Report on Form 6-K of the Company filed on November 13, 2007. |