

Companhia Vale do Rio Doce
Form 6-K
August 06, 2008

Table of Contents

**United States
Securities and Exchange Commission
Washington, D.C. 20549
FORM 6-K
Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the
Securities Exchange Act of 1934
For the month of
August 2008
Companhia Vale do Rio Doce
Avenida Graça Aranha, No. 26
20030-900 Rio de Janeiro, RJ, Brazil
(Address of principal executive office)**

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

(Check One) Form 20-F Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1))

(Check One) Yes No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7))

(Check One) Yes No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes No

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82-__.)

Table of Contents

Press Release
Signature Page

Table of Contents

Press Release

Vale announces exercise of over-allotment option

Rio de Janeiro, August 5, 2008 Companhia Vale do Rio Doce (Vale) announces that the Brazilian underwriters have purchased an additional 24,660,419 preferred class A shares (preferred shares) pursuant to the over-allotment option granted in connection with Vale's global equity offering priced on July 16, 2008.

Prior to the exercise of the over-allotment option, the global equity offering consisted of 256,926,766 common shares and 164,402,799 preferred shares, including shares in the form of American Depositary Shares (ADSs). The common shares were offered to the public in Brazil at a price of R\$46.28 per share, and the preferred shares were offered to the public in Brazil at a price of R\$39.90 per share. Common shares in the form of ADSs (common ADSs) were offered to the public internationally at a price of US\$29.00 or 18.25 per common ADS, and preferred shares in the form of ADSs (preferred ADSs) were offered to the public internationally at a price of US\$25.00 or 15.74 per preferred ADS. The aggregate proceeds of the global offering to Vale, after underwriting discounts and commissions, and including the proceeds from the exercise of the over-allotment option, were equivalent to approximately US\$12.06 billion.

For further information, please contact:

+55-21-3814-4540

Roberto Castello Branco: roberto.castello.branco@vale.com

Alessandra Gadelha: alessandra.gadelha@vale.com

Marcus Thieme: marcus.thieme@vale.com

Patricia Calazans: patricia.calazans@vale.com

Theo Penedo: theo.penedo@vale.com

Tacio Neto: tacio.neto@vale.com

This press release may include declarations that present Vale's expectations in relation to future events or results. All declarations, when based upon future expectations and not on historical facts involve various risks and uncertainties. Vale cannot guarantee that such declarations will come to be correct. These risks and uncertainties include factors related to the following: (a) countries where we operate, mainly Brazil and Canada; (b) global economy; (c) capital markets; (d) iron ore and nickel businesses and their dependence upon the global steel industry, which is cyclical by nature; (e) factors of high degree of global competition in the markets which Vale operates. To obtain further information on factors that may give origin to results different from those forecasted by Vale, please consult the reports filed with the Brazilian Securities and Exchange Commission (CVM), the Autorité des Marchés Financiers (AMF), and with the U.S. Securities and Exchange Commission (SEC), including the most recent Annual Report Vale Form 20F and 6K forms.

Signatures

Pursuant to the requirements 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.

COMPANHIA VALE DO RIO DOCE
(Registrant)

Date: August 5, 2008

By: /s/ Roberto Castello Branco
Roberto Castello Branco
Director of Investor Relations