

PETROBRAS INTERNATIONAL FINANCE CO

Form 8-A12B

February 19, 2009

Table of Contents

**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**

7.875% Global Notes due 2019
Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

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

TABLE OF CONTENTS

Item 1. Description of Registrants Securities to be Registered

Item 2. Exhibits

SIGNATURE

INDEX TO EXHIBITS

Table of Contents

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-17 through S-18 and S-22 through S-32, respectively, of the Company s related Prospectus Supplement, dated February 4, 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 February 4, 2009, incorporated by reference to the Company s filing under Rule 424(b)(2), dated February 5, 2009.

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 February 13, 2009.

99 (C). Indenture among the Company and The Bank of New York Mellon (formerly 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). Second Supplemental Indenture among the Company, Petróleo Brasileiro S.A. PETROBRAS (Petrobras) and The Bank of New York Mellon (formerly The Bank of New York), dated as of February 11, 2009, incorporated by reference to Exhibit 4.2 of the Report on Form 6-K of the Company filed on February 13, 2009.

99 (E). Guaranty among Petrobras and The Bank of New York Mellon (formerly The Bank of New York), dated as of February 11, 2009, incorporated by reference to Exhibit 4.1 of the Report on Form 6-K of the Company filed on February 13, 2009.

Table of Contents

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: Executive Director

PETROBRAS INTERNATIONAL FINANCE
COMPANY
(Registrant)

By: /s/ Sérvio Túlio da R. Tinoco
Name: Sérvio Túlio da R. Tinoco
Title: Financial Manager

By: /s/ Daniel Lima de Oliveira
Name: Daniel L. Oliveira
Title: Chairman

Date: February 18, 2009

Table of Contents

INDEX TO EXHIBITS

Exhibit No.	Exhibit
99 (A).	Prospectus, dated December 18, 2006, and Prospectus Supplement, dated February 4, 2009, incorporated by reference to the Company's filing under Rule 424(b)(2), dated February 5, 2009.
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 February 13, 2009.
99 (C).	Indenture among the Company and The Bank of New York Mellon (formerly 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).	Second Supplemental Indenture among the Company, Petróleo Brasileiro S.A. PETROBRAS (Petrobras) and The Bank of New York Mellon (formerly The Bank of New York), dated as of February 11, 2009, incorporated by reference to Exhibit 4.2 of the Report on Form 6-K of the Company filed on February 13, 2009.
99 (E).	Guaranty among Petrobras and The Bank of New York Mellon (formerly The Bank of New York), dated as of February 11, 2009, incorporated by reference to Exhibit 4.1 of the Report on Form 6-K of the Company filed on February 13, 2009.