

PETROBRAS INTERNATIONAL FINANCE CO

Form 8-A12B

February 19, 2009

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**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

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Item 2. Exhibits

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**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.

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**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/ Sérgio Túlio da R. Tinoco  
Name: Sérgio Túlio da R. Tinoco  
Title: Financial Manager

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

Date: February 18, 2009

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