

PETROBRAS INTERNATIONAL FINANCE CO
Form 8-A12B
October 31, 2006

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)

CAYMAN ISLANDS

**(Jurisdiction of Incorporation
or Organization)**

4th Floor, Harbour Place

103 South Church Street

George Town, Grand Cayman

Cayman Islands

(55-21) 3224-1410

(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. X

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. O

Securities Act registration statement file numbers to which this form relates: **333-118644, 333-92044**

Edgar Filing: PETROBRAS INTERNATIONAL FINANCE CO - Form 8-A12B

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

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

6.125% Global Notes due 2016

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

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 22 through 33 of Petrobras International Finance Company s (the Company) Prospectus dated July 28, 2005 (Registration Nos. 333-118644, 333-92044), 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-25 through S-26 and S-30 through S-40, respectively, of the Company s related Prospectus Supplement, dated September 29, 2006, which information is incorporated herein by reference and made part of this registration statement in its entirety.

Item 2. Exhibits.

99 (A). Prospectus, dated July 28, 2006 and Prospectus Supplement, dated September 29, 2006, incorporated by reference to the Company s filing under Rule 424(b)(2), dated October 2, 2006.

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 October 10, 2006.

99 (C). Indenture among the Company and The Bank of New York, as successor to JPMorgan Chase Bank, dated as of July 19, 2002, incorporated by reference to Exhibit 4.5 of the Registration Statement on Form F-3 of the Company filed on July 19, 2002 (Registration No. 333-92044-01).

99 (D). Fifth Supplemental Indenture among the Company, Petrobras and The Bank of New York, dated as of October 6, 2006, incorporated by reference to Exhibit 4.2 of the Report on Form 6-K of the Company filed on October 10, 2006.

99 (E). Standby Purchase Agreement among Petrobras and The Bank of New York, dated as of October 6, 2006, incorporated by reference to Exhibit 4.1 of the Report on Form 6-K of the Company filed on October 10, 2006.

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: Director

By: /s/ Ildo Luis Sauer

Name: Ildo Luis Sauer

Title: Director de Gas e Energia

PETROBRAS INTERNATIONAL FINANCE COMPANY

(Registrant)

By: /s/ Servio Tulio da R. Tinoco

Name: Servio Tulio da R. Tinoco

Title: General Manager

By: /s/ Daniel L. Oliveira

Name: Daniel L. Oliveira

Title: Chairman

Date: October 31, 2006

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|---|
| 99 (A). | Prospectus dated July 28, 2006 and Prospectus Supplement dated September 29, 2006, incorporated by reference to the Company's filing under Rule 424(b)(2) dated October 2, 2006. |
| 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 October 10, 2006. |
| 99 (C). | Indenture among the Company and The Bank of New York, as successor to JPMorgan Chase Bank, dated as of July 19, 2002, incorporated by reference to Exhibit 4.5 of the Registration Statement on Form F-3 of the Company filed on July 19, 2002 (Registration No. 333-92044-01). |
| 99 (D). | Fifth Supplemental Indenture among the Company, Petrobras and The Bank of New York, dated as of October 6, 2006, incorporated by reference to Exhibit 4.2 of the Report on Form 6-K of the Company filed on October 10, 2006. |
| 99 (E). | Standby Purchase Agreement among Petrobras and The Bank of New York, dated as of October 6, 2006, incorporated by reference to Exhibit 4.1 of the Report on Form 6-K of the Company filed on October 10, 2006. |