

PETROBRAS INTERNATIONAL FINANCE CO  
Form 8-A12B  
February 02, 2011

**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)**

**4th Floor, Harbour Place  
103 South Church Street  
P.O. Box 1034GT BWI  
George Town, Grand Cayman  
Cayman Islands**

(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: **333-163665-01**

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

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

3.875% Global Notes due 2016

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

**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 11, 2009 (Registration Statement No. 333-163665-01), 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-15 through S-16 and S-20 through S-31, respectively, of the Company s related Prospectus Supplement, dated January 20, 2011, 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 11, 2009, and Prospectus Supplement, dated January 20, 2011, incorporated by reference to the Company s filing under Rule 424(b)(2), dated January 21, 2011.

99 (B). Form of 3.875% Global Note due 2016 incorporated by reference to Exhibit 4.3 of the Report on Form 6-K of the Company filed on January 27, 2011.

99 (C). Indenture among the Company and The Bank of New York Mellon (the Trustee ) dated as of December 15, 2006, incorporated by reference to Exhibit 4.8 of the Registration Statement on Form F-3 of the Company filed on December 11, 2009 (Registration No. 333-163665-01).

99 (D). Fifth Supplemental Indenture among the Company, Petr3leo Brasileiro S.A. Petrobras ( Petrobras ) and the Trustee, dated as of January 27, 2011, incorporated by reference to Exhibit 4.2 of the Report on Form 6-K of the Company filed on January 27, 2011.

99 (E). Guaranty for the 2016 Notes among Petrobras and the Trustee, dated as of January 27, 2011, incorporated by reference to Exhibit 4.1 of the Report on Form 6-K of the Company filed on January 27, 2011.

**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  
and Chief Investor Relations Officer

By: /s/ Guilherme de Oliveira Estrella  
Name: Guilherme de Oliveira Estrella  
Title: Chief Exploration and Production  
Officer

PETROBRAS INTERNATIONAL FINANCE  
COMPANY  
(Registrant)

By: /s/ Sérgio Túlio da Rosa Tinoco  
Name: Sérgio Túlio da Rosa Tinoco  
Title: Chief Financial Officer

By: /s/ Daniel Lima de Oliveira  
Name: Daniel Lima de Oliveira  
Title: Chief Executive Officer

Date: January 27, 2011

**INDEX TO EXHIBITS**

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99 (B).	Form of 3.875% Global Note due 2016 incorporated by reference to Exhibit 4.3 of the Report on Form 6-K of the Company filed on January 27, 2011.
99 (C).	Indenture among the Company and the Trustee dated as of December 15, 2006, incorporated by reference to Exhibit 4.8 of the Registration Statement on Form F-3 of the Company filed on December 11, 2009 (Registration No. 333-163665-01).
99 (D).	Fifth Supplemental Indenture among the Company, Petrobras and the Trustee, dated as of January 27, 2011, incorporated by reference to Exhibit 4.2 of the Report on Form 6-K of the Company filed on January 27, 2011.
99 (E).	Guaranty for the 2016 Notes among Petrobras and the Trustee, dated as of January 27, 2011, incorporated by reference to Exhibit 4.1 of the Report on Form 6-K of the Company filed on January 27, 2011.