

PETROBRAS INTERNATIONAL FINANCE CO

Form 6-K

February 11, 2009

**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  
UNDER THE  
SECURITIES EXCHANGE ACT OF 1934  
For the month of February 2009**

**Commission File Number 1-15106**

**Commission File Number 333-14168**

**PETRÓLEO BRASILEIRO S.A. -  
PETROBRAS**

**PETROBRAS INTERNATIONAL  
FINANCE COMPANY**

(Exact name of registrant as specified in its charter)

(Exact name of registrant as specified in its charter)

**BRAZILIAN PETROLEUM CORPORATION  
PETROBRAS**

Not Applicable

(Translation of registrant's name into English)

(Translation of registrant's name into English)

**Avenida República do Chile, 65  
20035-900 Rio de Janeiro RJ,  
Brazil**

**Anderson Square Building, P.O. Box 714  
George Town, Grand Cayman  
Cayman Islands B.W.I.**

**(55-21) 3224-4477**

(Address of principal executive offices)

(Address of principal executive offices)

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

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.  
Yes  No

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

**TABLE OF CONTENTS**

Exhibits

SIGNATURES

EX-5.1: OPINION OF INTERNAL COUNSEL TO PETROBRAS

EX-5.2: OPINION OF WALKERS, CAYMAN ISLANDS COUNSEL TO PIFCO AND PETROBRAS

EX-5.3: OPINION OF CLEARY GOTTlieb STEEN & HAMILTON LLP

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**Table of Contents**

This report on Form 6-K is incorporated by reference in the Registration Statement on Form of F-3 of Petróleo Brasileiro S.A. PETROBRAS ( Petrobras ) (No. 333-139459) and Petrobras International Finance Company ( PifCo ) (No. 333-139459-01) and its accompanying prospectus supplement dated as of February 4, 2009.

**Exhibits**

- Exhibit 5.1 Opinion of internal counsel to Petrobras
- Exhibit 5.2 Opinion of Walkers, Cayman Islands counsel to PifCo and Petrobras
- Exhibit 5.3 Opinion of Cleary Gottlieb Steen & Hamilton LLP, U.S. counsel to PifCo and Petrobras

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PETROLEO BRASILEIRO S.A.  
PETROBRAS

Date: February 10, 2009

By /s/ Almir Guilherme Barbassa

PETROBRAS INTERNATIONAL FINANCE COMPANY

Date: February 10, 2009

By /s/ Sérgio Túlio da R. Tinoco