

PETROBRAS INTERNATIONAL FINANCE CO

Form 6-K

March 01, 2007

**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 2007**

Commission File Number 1-15106

Commission File Number 333-14168

**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)

**Avenida República do Chile, 65
20035-900 Rio de Janeiro RJ,
Brazil
(55-21) 3224-4477**

(Address of principal executive offices)

**PETROBRAS INTERNATIONAL
FINANCE COMPANY**

(Exact name of registrant as specified in its charter)

Not Applicable

(Translation of registrant's name into English)

**4th Floor, Harbour Place
103 South Church Street
George Town, Grand Cayman
Cayman Islands
(55-21) 3224-1410**

(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-_____.

This report on Form 6-K is incorporated by reference in the Registration Statement on Form of F-4 of Petróleo Brasileiro S.A. PETROBRAS and Petrobras International Finance Company (Amendment No. 2 to Form F-4 No. 333-138345) and its accompanying prospectus dated as of January 4, 2007.

Exhibits

- Exhibit 4.1 Amended and Restated Fifth Supplemental Indenture, dated as of February 7, 2007, between Petrobras and The Bank of New York as Trustee
- Exhibit 4.2 Amended and Restated Standby Purchase Agreement, dated as of February 7, 2007, between Petrobras and The Bank of New York as Trustee

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: March 1, 2007

By /s/ Almir Guilherme Barbassa
Almir Guilherme Barbassa
Chief Financial Officer

PETROBRAS INTERNATIONAL FINANCE
COMPANY

Date: March 1, 2007

By /s/ Sérgio Túlio da R. Tinoco
Sérvio Túlio da R. Tinoco
Financial Manager