

PETROBRAS - PETROLEO BRASILEIRO SA  
Form FWP  
January 21, 2011

Filed pursuant to Rule 433  
Registration Statements Nos. 333-163665 and 333-163665-01  
Relating to Preliminary Prospectus Supplement dated  
January 18, 2011

**Pricing Term Sheet**

**A preliminary prospectus supplement of Petrobras International Finance Company accompanies this free writing prospectus and is available from the SEC's website at [www.sec.gov](http://www.sec.gov).**

<b>Issuer:</b>	Petrobras International Finance Company
<b>Guarantor:</b>	Unconditionally and irrevocably guaranteed by Petróleo Brasileiro S.A. - Petrobras
<b>Form:</b>	Senior Unsecured Notes
<b>Offering:</b>	SEC-Registered
<b>Currency:</b>	U.S. Dollars
<b>Principal Amount:</b>	\$1,000,000,000
<b>Maturity:</b>	January 27, 2041
<b>Coupon Rate:</b>	6.750%
<b>Interest Basis:</b>	Payable semi-annually in arrears
<b>Day Count:</b>	30/360
<b>Interest Payment Dates:</b>	January 27 and July 27
<b>First Interest Payment Date:</b>	July 27, 2011
<b>Gross Proceeds:</b>	\$992,880,000
<b>Issue Price:</b>	99.288%
<b>Benchmark Treasury:</b>	UST 3.875% due August 15, 2040
<b>Benchmark Treasury Spot and Yield:</b>	88-08, 4.606%
<b>Spread to Benchmark Treasury:</b>	220 bps
<b>Yield to Investors:</b>	6.806%
<b>Make-Whole Call Spread:</b>	35 bps

**Pricing Date:**

January 20, 2011

**Settlement Date:** January 27, 2011 (T+5)

**Listing:** New York Stock Exchange

**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof

**CUSIP:** 71645W AS0

**ISIN:** US71645WAS08

**Common Code:** TBD

**Joint Bookrunners:** BTG Pactual US Capital Corp.  
Citigroup Global Markets Inc.  
Itau BBA USA Securities, Inc.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities LLC  
Santander Investment Securities Inc.

**Co-Managers:** Credit Agricole Securities (USA) Inc.  
Mitsubishi UFJ Securities (USA), Inc.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus or any prospectus supplement for this offering if you request it by calling BTG Pactual US Capital Corp. collect at 1-212-293-4618, Citigroup Global Markets Inc. collect at 1-212-723-5427, Itau BBA USA Securities, Inc. toll free in the United States at 1-888-770-4828, HSBC Securities (USA) Inc. collect at 1-212-525-4102, J.P. Morgan Securities LLC toll free in the United States at 1-866-846-2874 and Santander Investment Securities Inc. collect at 1-212-407-0995.