

PETROBRAS - PETROLEO BRASILEIRO SA  
Form 6-K  
September 29, 2010

**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 September 2010**

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

(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-3 of Petróleo Brasileiro S.A. Petrobras ( Petrobras ) (No. 333-163665) and its accompanying prospectus supplement dated as of September 23, 2010.

**Exhibit**

Exhibit 1.1 Underwriting and Agency Agreement, dated September 23, 2010

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**SIGNATURES**

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

PETROLEO BRASILEIRO S.A.  
PETROBRAS

By /s/ Almir Guilherme Barbassa  
Chief Financial Officer

Date: September 29, 2010