

PETROBRAS - PETROLEO BRASILEIRO SA  
Form 6-K  
June 22, 2009

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of the  
Securities Exchange Act of 1934

**For the month of June, 2009**

**Commission File Number 1-15106**

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**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**  
**20031-912 - Rio de Janeiro, RJ**  
**Federative Republic of Brazil**  
(Address of principal executive office)

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

Form 20-F  Form 40-F

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

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

**PRESS RELEASE**

**Payment of the second installment of interest on capital**

(Rio de Janeiro, June 19, 2009). PETRÓLEO BRASILEIRO S/A - PETROBRAS, [Bovespa: PETR3/PETR4, NYSE: PBR/PBRA, Latibex: XPBR/XPBRA, BCBA: APBR/APBRA], a Brazilian international energy company, announces to shareholders that it will be making, on June 24, 2009, the payment of the second installment related to the interest on capital to shareholders of common (ON) and preferred (PN) shares, based on shareholder position at December 26, 2008, in accordance to Notice to Shareholders issued on December 19, 2008, and deliberated on the Ordinary General Meeting held on April 8, 2009, as follows:

|                                      | <b>Value in Reais<br/>Per share ON and PN</b> |
|--------------------------------------|---|
| <b>Interest on capital</b>           | <b>0,3800</b>                                 |
| <b>Restatement at the SELIC Rate</b> | <b>0,0198</b>                                 |
| <b>Total Gross Value</b>             | <b>0,3998</b>                                 |

This interest on capital (R\$ 0,38) will be subject to 15% withholding tax while the value of R\$ 0,0198, corresponding to the variation in the SELIC rate between December 31, 2008 and June 24, 2009 will be subject to 22,5% withholding tax. The above-mentioned withholding tax is not applicable to tax immune or exempt shareholders.

For the American Depositary Receipts (ADRs) negotiated in the Stock exchange of New York - NYSE Payment in connection with the American Depositary Receipts (ADRs) traded on the New York Stock Exchange - NYSE will be made through JPMorgan Chase Bank, N.A., depositary bank for the ADRs. Information concerning date of payment and any other additional information may be obtained at [www.adr.com](http://www.adr.com).

Rights to interest on capital unclaimed within 3 (three) years as from payment date (June 24, 2009), will lapse and revert in favor of the Company (Law 6404/76, Article 287, Subsection II, Item a).

**Almir Guilherme Barbassa**  
**CFO and Investor Relations Director**

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*[www.petrobras.com.br/ri/english](http://www.petrobras.com.br/ri/english)*

**Contacts: PETRÓLEO BRASILEIRO S. A. PETROBRAS**

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This document may contain forecasts that merely reflect the expectations of the Company's management. Such terms as anticipate, believe, expect, forecast, intend, plan, project, seek, should, along with similar or analogous terms are used to identify such forecasts. These predictions evidently involve risks and uncertainties, whether foreseen or not by the Company. Therefore, the future results of operations may differ from current expectations, and readers must not base their expectations exclusively on the information presented herein.

## SIGNATURE

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.

Date: June 19, 2009

PETRÓLEO BRASILEIRO S.A--PETROBRAS

By:           /s/ Almir Guilherme Barbassa          

**Almir Guilherme Barbassa**  
**Chief Financial Officer and**  
**Investor Relations Officer**

## FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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