

Companhia Vale do Rio Doce
Form F-6 POS
September 29, 2006

As filed with the U.S. Securities and Exchange Commission on September 29, 2006

Registration No. 333-134110

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts**

COMPANHIA VALE DO RIO DOCE
(Exact name of issuer of deposited securities as specified in its charter)

The Federative Republic of Brazil
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004
Telephone (212) 623-0636
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

Rio Doce America
114 West 47th Street
New York, New York 10036-1520
Phone: (212) 626-9800
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

It is proposed that this filing become effective under Rule 466

x immediately upon filing
o on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be | Proposed maximum | Proposed maximum | Amount of registration fee |
|---|---------------------|-------------------------|-------------------------|-----------------------------------|
|---|---------------------|-------------------------|-------------------------|-----------------------------------|

| | registered | aggregate price per unit (1) | aggregate offering price(2) | |
|---|-------------------|---|--|-----|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one preferred class "A" share of Companhia Vale Do Rio Doce | N/A | N/A | N/A | N/A |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Form of Amended and Restated Deposit Agreement included as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depositary | Introductory paragraph |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Paragraph (3) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4); and (5) |
| (x) Limitation upon the liability of the Depositary | Paragraph (14) |
| (3) Fees and Charges | Paragraphs (7) |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (b) Statement that Companhia Vale Do Rio Doce is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (8) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement dated as of September 28, 2006 among Companhia Vale do Rio Doce, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement").
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Previously filed.
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).
- (f) **Power of Attorney.** Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
-

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on September 27, 2006.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/Joseph M. Leinhauser

Name: Joseph M. Leinhauser

Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Companhia Vale do Rio Doce certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on September 29, 2006.

Companhia Vale do Rio Doce

By: /s/Roger Agnelli _____

Name: Roger Agnelli

Title: Chief Executive Officer

By: /s/Fabio de Oliveira Barbosa

Name: Fabio de Oliveira Barbosa

Title: Chief Financial and Accounting Officer

Edgar Filing: Companhia Vale do Rio Doce - Form F-6 POS

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|--|---|--------------------|
| /s/Roger Agnelli Roger Agnelli | Chief Executive Officer | September 29, 2006 |
| /s/Fabio de Oliveira Barbosa Fabio de Oliveira Barbosa | Chief Financial and Accounting Officer | September 29, 2006 |
| /s/Sérgio Ricardo Silva Rosa* Sérgio Ricardo Silva Rosa | Director | September 29, 2006 |
| /s/Arlindo Magno de Oliveira* Arlindo Magno de Oliveira | Director | September 29, 2006 |
| /s/ Erik Persson Erik Persson | Director | September 29, 2006 |
| /s/Renato da Cruz Gomes* Renato da Cruz Gomes | Director | September 29, 2006 |
| /s/Jorge Luiz Pacheco* Jorge Luiz Pacheco | Director | September 29, 2006 |
| Oscar Augusto de Camargo Filho | Director | , 2006 |
| Mário da Silveira Teixeira Júnior | Director | , 2006 |
| Eduardo Fernando Jardim Pinto | Director | , 2006 |
| | Director | September 29, 2006 |

INDEX TO EXHIBITS

Exhibit
Number

- (a) Form of Deposit Agreement
 - (e) Rule 466 Certification
-