Companhia Vale do Rio Doce
Form 6-K/A
March 13, 2007

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United States
Securities and Exchange Commission
Washington, D.C. 20549
FORM 6-K/A
Report of Foreign Private Issuer
Pursuant To Rule 13a-16 or 15d-16
of the
Securities Exchange Act of 1934
For the month of
March 2007
Companhia Vale do Rio Doce
Avenida Graça Aranha, No. 26
20030-900 Rio de Janeiro, RJ, Brazil
(Address of principal executive office)

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

(Check One) Form 20-F þ Form 40-F o

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes o No þ

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82- .)

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Explanatory Note

This report on Form 6-K/A amends and restates in its entirety the Form 6-K, SEC Accession No. 0000950123-07-003568, (the Original Form 6-K) filed by the registrant on March 9, 2007. This report on Form 6-K/A is identical to the Original Form 6-K, except that this report also includes a copy of Management s Report on Internal Control over Financial Reporting.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders
Companhia Vale do Rio Doce

We have completed an integrated audit of Companhia Vale do Rio Doce s 2006 consolidated financial statements and of its internal control over financial reporting as of December 31, 2006 and audits of its 2005 and 2004 consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our opinions, based on our audits, are presented below.

Consolidated financial statements

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, of changes in stockholders equity and of cash flows present fairly, in all material respects, the financial position of Companhia Vale do Rio Doce and its subsidiaries (the Company) at December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 17, to the consolidated financial statements, the Company changed the manner in which it accounts for defined benefit pension and other retirement plans in 2006.

Internal control over financial reporting

Also, in our opinion, management s assessment, included in the accompanying Management s Report on internal control over financial reporting, that the Company maintained effective internal control over financial reporting as of December 31, 2006 based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), is fairly stated, in all material respects, based on those criteria. Furthermore, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on criteria established in Internal Control Integrated Framework issued by the COSO. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express opinions on management s assessment and on the effectiveness of the Company s internal control over financial reporting based on our audit. We conducted our audit of internal control over financial reporting in

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accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. An audit of internal control over financial reporting includes obtaining an understanding of internal control over financial reporting, evaluating management s assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we consider necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers
Auditores Independentes
Rio de Janeiro, Brazil
March 7, 2007

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Management s Report on Internal Control over Financial Reporting

The management of Companhia Vale do Rio Doce (CVRD) is responsible for establishing and maintaining adequate internal control over financial reporting.

The company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The company s internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, and that the degree of compliance with the policies or procedures may deteriorate.

CVRD s management has assessed the effectiveness of the company s internal control over financial reporting as of December 31, 2006 based on the criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on such assessment and criteria, CVRD s management has concluded that the company s internal control over financial reporting was effective as of December 31, 2006.

Management s assessment of the effectiveness of the company s internal control over financial reporting as of December 31, 2006 has been audited by PricewaterhouseCoopers Auditores Independentes, an independent registered public accounting firm, as stated in their report which appears herein.

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 Officer
Date: March 7, 2007

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Consolidated Balance Sheets
Expressed in millions of United States dollars

	As of December 31,	
	2006	**2005**
Assets		
Current assets		
Cash and cash equivalents	4,448	1,041
Accounts receivable		
Related parties	675	159
Unrelated parties	2,929	1,490
Loans and advances to related parties	40	22
Inventories	3,493	1,142
Deferred income tax	410	186
Recoverable taxes	414	362
Others	531	373
	12,940	**4,775**
Property, plant and equipment, net	**38,007**	**14,166**
Investments in affiliated companies and joint ventures and other investments, net of provision for losses on equity investments	**2,353**	**1,672**
Other assets		
Goodwill on acquisition of subsidiaries	4,484	548
Loans and advances		
Related parties	5	4
Unrelated parties	109	61
Prepaid pension cost	977	308
Prepaid expenses	360	89
Judicial deposits	852	568
Advances to suppliers energy	443	311
Recoverable taxes	305	110
Others	119	32
	7,654	**2,031**
TOTAL	**60,954**	**22,644**

The accompanying notes are an integral part of these consolidated financial statements.

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Consolidated Balance Sheets
Expressed in millions of United States dollars
(Except number of shares)

(Continued)

	As of December 31,	
	2006	**2005**
Liabilities and stockholders equity		
Current liabilities		
Suppliers	2,382	1,110
Payroll and related charges	451	229
Minimum annual dividends attributed to stockholders	1,494	
Current portion of long-term debt unrelated parties	711	1,218
Short-term debt	723	15
Loans from related parties	25	62
Provision for income taxes	817	244
Taxes payable	119	53
Employees postretirement benefits	107	30
Others	483	364
	7,312	**3,325**
Long-term liabilities		
Employees post-retirement benefits	1,841	241
Long-term debt unrelated parties	21,122	3,714
Provisions for contingencies (Note 18 (c))	1,641	1,286
Unrealized loss on derivative instruments	733	260
Deferred income tax	4,527	2
Provisions for asset retirement obligations	676	225
Others	618	396
	31,158	**6,124**
Minority interests	**2,811**	**1,218**
Commitments and contingencies (Note 18)		
Stockholders equity		
Preferred class A stock - 3,600,000,000 no-par-value shares authorized and 959,758,200 issued	4,702	2,150
Common stock - 1,800,000,000 no-par-value shares authorized and 1,499,898,858 issued	3,806	3,806
Treasury stock - 15,172,516 preferred and 28,291,020 common shares	(389)	(88)
Additional paid-in capital	498	498
Other cumulative comprehensive deficit	(1,007)	(2,729)
Undistributed retained earnings	9,555	4,357
Unappropriated retained earnings	2,508	3,983

	19,673	**11,977**
TOTAL	**60,954**	**22,644**

The accompanying notes are an integral part of these consolidated financial statements.

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Consolidated Statements of Income
Expressed in millions of United States dollars
(except number of shares and per-share amounts)

	Three-month periods ended (Unaudited)			Year ended December 31,		
	December 31, 2006	**September 30, 2006**	**December 31, 2005**	**2006**	**2005**	**2004**
Operating revenues, net of discounts, returns and allowances						
Sales of ores and metals	6,451	4,014	3,055	16,511	10,767	6,333
Revenues from logistic services	342	383	309	1,376	1,216	877
Aluminum products	674	638	377	2,381	1,408	1,250
Other products and services	27	31	5	95	14	19
	7,494	**5,066**	**3,746**	**20,363**	**13,405**	**8,479**
Taxes on revenues	(181)	(214)	(148)	(712)	(613)	(413)
Net operating revenues	**7,313**	**4,852**	**3,598**	**19,651**	**12,792**	**8,066**
Operating costs and expenses						
Cost of ores and metals sold	(3,760)	(1,580)	(1,372)	(7,946)	(4,620)	(2,881)
Cost of logistic services	(204)	(203)	(205)	(777)	(705)	(513)
Cost of aluminum products	(392)	(382)	(250)	(1,355)	(893)	(674)
Others	(31)	(16)	(2)	(69)	(11)	(13)
	(4,387)	**(2,181)**	**(1,829)**	**(10,147)**	**(6,229)**	**(4,081)**
Selling, general and administrative expenses	(269)	(167)	(175)	(816)	(583)	(452)
Research and development	(175)	(134)	(85)	(481)	(277)	(153)
Others	(302)	(122)	(48)	(570)	(271)	(257)
	(5,133)	**(2,604)**	**(2,137)**	**(12,014)**	**(7,360)**	**(4,943)**
Operating income	**2,180**	**2,248**	**1,461**	**7,637**	**5,432**	**3,123**
Non-operating income (expenses)						

Financial income	181	59	31	327	123	82
Financial expenses	(708)	(172)	(201)	(1,338)	(560)	(671)
Foreign exchange and monetary gains (losses), net	204	38	(166)	529	299	65
Gain on sale of investments	311	16		674	126	404
	(12)	**(59)**	**(336)**	**192**	**(12)**	**(120)**
Income before income taxes, equity results and minority interests	**2,168**	**2,189**	**1,125**	**7,829**	**5,420**	**3,003**
Income taxes						
Current	(314)	(419)	(92)	(1,134)	(754)	(433)
Deferred	(237)	71	36	(298)	(126)	(316)
	(551)	**(348)**	**(56)**	**(1,432)**	**(880)**	**(749)**
Equity in results of affiliates and joint ventures	183	187	213	710	760	542
Minority interests	(227)	(124)	(86)	(579)	(459)	(223)
Net income	**1,573**	**1,904**	**1,196**	**6,528**	**4,841**	**2,573**
Basic and diluted earnings per Preferred Class A Share	**0.65**	**0.79**	**0.52**	**2.69**	**2.10**	**1.12**
Basic and diluted earnings per Common Share	**0.65**	**0.79**	**0.52**	**2.69**	**2.10**	**1.12**
Weighted average number of shares outstanding (thousands of shares)						
Common shares	1,471,608	1,471,608	1,471,608	1,471,608	1,471,608	1,471,608
Preferred Class A shares	944,586	952,346	831,432	954,426	831,432	831,432

The accompanying notes are an integral part of these consolidated financial statements.

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Consolidated Statements of Cash Flows
Expressed in millions of United States dollars

	Three-month periods ended (unaudited)			Year ended December 31,		
	December 31, 2006	September 30, 2006	December 31, 2005	2006	2005	2004
Cash flows from operating activities:						
Net income	1,573	1,904	1,196	6,528	4,841	2,573
Adjustments to reconcile net income to cash provided by operating activities:						
Depreciation, depletion and amortization	379	232	183	997	619	399
Dividends received	64	242	136	516	489	200
Equity in results of affiliates and joint ventures and change in provision for losses on equity investments	(183)	(187)	(213)	(710)	(760)	(542)
Deferred income taxes	237	(71)	(36)	298	126	316
Provisions for contingencies	(7)	23	18	48	27	137
Loss on sale of property, plant and equipment	57	11		106	26	34
Gain on sale of investments	(311)	(16)		(674)	(126)	(404)
Foreign exchange and monetary losses (gains)	(576)	25	235	(917)	(237)	112
Unrealized derivative losses (gains), net	122	(75)	126	143	101	134
Minority interests	227	124	86	579	459	223
Interest payable (receivable), net	79	(55)	14	36	62	93
Others	(116)	(10)	(62)	(141)	(159)	(123)
Decrease (increase) in assets:						
Accounts receivable	37	(291)	(133)	(438)	(416)	(98)
Inventories	865	34	(24)	859	(138)	(216)
Others	124	10	63	(12)	(639)	(78)
Increase (decrease) in liabilities:						
Suppliers	189	28	113	(47)	279	230
Payroll and related charges	(72)	47	40	(86)	40	28
Income taxes	(25)	112	(229)	84	413	348

Others	180	88	3	63	154	105
Net cash provided by operating activities	**2,843**	**2,175**	**1,516**	**7,232**	**5,161**	**3,471**
Cash flows from investing activities:						
Loans and advances receivable						
Related parties						
Additions	(10)	(2)	1	(18)	(27)	(33)
Repayments		8	62	11	115	51
Others	(49)	20		(16)		18
Guarantees and deposits	(17)	(26)	(7)	(78)	(59)	(111)
Additions to investments	(46)	(57)	(12)	(107)	(103)	(34)
Additions to property, plant and equipment	(1,781)	(834)	(1,237)	(4,431)	(3,977)	(2,022)
Proceeds from disposal of investments	405			837	126	579
Proceeds from disposals of property, plant and equipment		11	12	49	16	11
Cash used to acquire subsidiaries, net cash of acquired	(13,195)	(6)	(737)	(13,201)	(737)	
Net cash used in investing activities	**(14,693)**	**(886)**	**(1,918)**	**(16,954)**	**(4,646)**	**(1,541)**
Cash flows from financing activities:						
Short-term debt, additions	1,151	1,378	229	4,912	763	379
Short-term debt, repayments	(670)					