

Companhia Vale do Rio Doce
Form 6-K
April 24, 2009

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**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
of the
Securities Exchange Act of 1934
For the month of
April 2009
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 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))

(Check One) Yes No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7))

(Check One) Yes No

(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 No

(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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COMPANHIA VALE DO RIO DOCE
PUBLICLY LISTED COMPANY
CNPJ 33.592.510/0001-54
EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
SECOND CONVENING NOTICE

Shareholders of Companhia Vale do Rio Doce (Vale) are hereby invited to convene, at a second call, on May^{19~~th~~2} 2009 at 4:30 P.M. at Avenida Graça Aranha, 26, 19° floor, in the city of Rio de Janeiro, Brazil for the Extraordinary General Shareholders Meeting to be held for the purpose of discussing and deciding upon the matters set forth in the agenda below:

1. To change the legal name of the company to Vale S.A. , with the consequent amendment of article 1 of Vale s By-laws in accordance with the new global brand unification; and
2. To adjust article 5 of Vale s By-Laws to reflect the capital increase resolved in the Board of Directors meetings held on July 22, 2008 and August 05, 2008.

To shareholders who shall be represented by proxy, we request that you send your power of attorney document to our offices 72 (seventy-two) hours in advance of the meeting to be convened, in order to be able to confirm the legitimacy of the proxy being exercised.

Rio de Janeiro, April 20, 2009.
Sérgio Ricardo Silva Rosa
President of the Board of Directors

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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.

COMPANHIA VALE DO RIO DOCE
(Registrant)

Date: April 22, 2009

By: /s/ Roberto Castello Branco
Roberto Castello Branco
Director of Investor Relations