

Vale S.A.  
Form 6-K  
October 29, 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  
October 2009  
Vale S.A.**

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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Press Release

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Press Release

Filed at CVM and SEC on 10/28/2009

**Gerência Geral de Controladoria GECOL**

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

**1- Balance Sheet**

Balance at	Notes	Consolidated		Parent Company	
		09/30/09	06/30/09	09/30/09	06/30/09
<b>In thousands of reais</b>					
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	6.5	15,560,596	16,332,857	1,177,026	1,877,690
Short term investments	6.6	8,110,052	5,854,800		
Accounts receivable from customers		6,107,143	5,560,328	5,914,191	7,396,139
Related parties	6.7	140,059	98,727	4,698,839	5,338,362
Inventories	6.8	6,934,086	8,204,776	2,223,061	2,769,348
Deferred income tax and social contribution		836,866	1,098,971	571,926	828,224
Taxes to recover or offset	6.9	2,175,245	1,688,351	1,017,300	871,365
Fair value derivatives		39,476	72,758		
Advances to suppliers		976,014	825,473	862,056	745,015
Others		1,407,192	1,302,110	220,307	294,596
		<b>42,286,729</b>	<b>41,039,151</b>	<b>16,684,706</b>	<b>20,120,739</b>
<b>Non-current assets</b>					
Related parties	6.7	99,362	51,051	1,980,584	329,385
Loans and financing		221,915	194,168	133,442	132,277
Prepaid expenses		216,445	478,344		
Judicial deposits		2,021,490	1,940,809	1,320,668	1,316,458
Advances to energy suppliers		905,106	920,985		
Deferred income tax and social contribution				702,020	707,593
Taxes to recover or offset	6.9	981,475	1,310,040	162,043	168,882
Fair value derivatives	6.24	1,295,763	481,069	922,899	268,562
Others		567,251	232,226	402,214	323,507
		<b>6,308,807</b>	<b>5,608,692</b>	<b>5,623,870</b>	<b>3,246,664</b>
<b>Investments</b>	6.11	<b>4,519,180</b>	<b>2,399,799</b>	<b>87,127,148</b>	<b>84,791,579</b>
<b>Intangibles</b>	6.12	<b>10,366,480</b>	<b>10,199,050</b>	<b>8,098,507</b>	<b>7,933,305</b>
<b>Property, plant and equipment</b>	6.13	<b>111,824,376</b>	<b>111,097,194</b>	<b>41,799,711</b>	<b>40,924,525</b>
		<b>126,710,036</b>	<b>123,696,043</b>	<b>137,025,366</b>	<b>133,649,409</b>
		<b>175,305,572</b>	<b>170,343,886</b>	<b>159,333,942</b>	<b>157,016,812</b>

**Liabilities, and stockholders equity****Current liabilities**

Payable to suppliers and contractors		3,719,892	3,893,496	2,340,763	2,243,596
Payroll and related charges		1,402,828	1,219,661	889,907	692,976
Current portion of long-term debt	6.14	3,657,833	1,397,378	674,630	611,928
Short-term debt	6.14	658,736	693,693		
Related parties		38,567	4,276	6,537,483	6,231,077
Taxes, contributions and royalties		282,741	278,028	71,031	102,893
Provision for income tax		1,093,468	494,253	548,967	18,935
Pension Plan		220,062	226,258	103,572	98,401
Ferrovias Norte Sul subconcession		481,865	474,787		
Fair value derivatives	6.24	52,102	117,322		
Provision for asset retirement obligations	6.16	52,073	63,898	22,015	32,885
Proposed dividends and interest on stockholders equity	6.22	2,103,276	2,108,079	2,103,276	2,108,079
Acquisition subsidiary	6.4	1,311,950		1,311,950	
Others		1,262,038	1,042,083	715,333	544,164
		<b>16,337,431</b>	<b>12,013,212</b>	<b>15,318,927</b>	<b>12,684,934</b>

**Non-current**

Pension Plan		3,304,867	3,331,289	450,766	478,672
Long-term debt	6.14	35,261,112	38,303,736	12,070,959	12,180,184
Related parties		118,411	241,203	27,247,674	30,782,311
Provisions for contingencies	6.15	2,964,857	2,979,229	1,679,739	1,687,811
Deferred income tax and social contribution		6,949,714	6,573,279		
Social contribution		1,510,616	1,115,161	1,510,616	1,115,161
Fair value derivatives	6.24	199,547	20,732		
Provision for asset retirement obligations	6.16	1,966,239	1,945,649	885,214	853,854
Others		4,928,625	4,782,881	3,004,735	2,674,502
		<b>57,203,988</b>	<b>59,293,159</b>	<b>46,849,703</b>	<b>49,772,495</b>

**Minority interest****4,598,841**      **4,478,132****Stockholders equity**

Paid-up capital	6.19	47,434,193	47,434,193	47,434,193	47,434,193
Transaction cost of capital increase		(160,771)	(160,771)	(160,771)	(160,771)
Resources linked to the future mandatory conversion in shares	6.20	4,587,011	3,063,833	4,587,011	3,063,833
Equity assessment adjust		30,298	117,321	30,298	117,321



Cumulative translation Adjustments	(2,271,433)	(436,472)	(2,271,433)	(436,472)
Revenue reserves	47,546,014	44,541,279	47,546,014	44,541,279
	<b>97,165,312</b>	<b>94,559,383</b>	<b>97,165,312</b>	<b>94,559,383</b>
	<b>175,305,572</b>	<b>170,343,886</b>	<b>159,333,942</b>	<b>157,016,812</b>

**The additional information, notes and attachment I are an integral part of the quarterly information**

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

**2- Statement Of Income**

Period ended in		In thousands of reais						
		Notes	3Q/09	2Q/09	Consolidated Accumulated 3Q/08	09/30/09	09/30/08	Parent Company Accumulated 09/30/09
<b>Operating revenues</b>								
Iron and metals		11,216,628	8,796,797	17,875,129	30,845,115	45,698,681	19,347,105	22,750,229
Services of aluminum-related products		1,026,766	1,011,319	1,545,540	3,108,992	4,018,390	360,982	250,479
Transport services		791,463	714,857	1,033,619	2,116,802	2,752,479	932,799	1,561,789
Services of steel products		135,770	107,113	366,950	412,798	1,044,348		
Other products and services		411,821	373,399	565,442	1,280,749	1,306,301	298,283	316,329
		<b>13,582,448</b>	<b>11,003,485</b>	<b>21,386,680</b>	<b>37,764,456</b>	<b>54,820,199</b>	<b>20,939,169</b>	<b>24,878,806</b>
Value Added taxes		(374,419)	(311,981)	(688,679)	(949,083)	(1,662,162)	(599,554)	(1,217,990)
<b>Operating revenues</b>		<b>13,208,029</b>	<b>10,691,504</b>	<b>20,698,001</b>	<b>36,815,373</b>	<b>53,158,037</b>	<b>20,339,615</b>	<b>23,660,816</b>
<b>Cost of products and services</b>								
Iron and metals		(4,949,696)	(4,695,108)	(6,388,389)	(14,545,973)	(17,913,686)	(8,469,441)	(10,856,559)
Services of aluminum-related products		(1,017,784)	(1,103,845)	(1,050,151)	(3,173,012)	(2,773,997)	(395,167)	(278,149)
Transport services		(506,163)	(493,482)	(594,390)	(1,496,199)	(1,646,930)	(592,986)	(703,099)
Steel products		(122,845)	(104,189)	(309,231)	(381,080)	(898,825)		
Other products and services		(366,029)	(294,784)	(299,622)	(924,428)	(811,305)	(218,891)	(129,459)
		<b>(6,962,517)</b>	<b>(6,691,408)</b>	<b>(8,641,783)</b>	<b>(20,520,692)</b>	<b>(24,044,743)</b>	<b>(9,676,485)</b>	<b>(11,967,246)</b>
<b>Gross profit</b>		<b>6,245,512</b>	<b>4,000,096</b>	<b>12,056,218</b>	<b>16,294,681</b>	<b>29,113,294</b>	<b>10,663,130</b>	<b>11,693,569</b>
<b>Gross margin</b>		<b>47.3%</b>	<b>37.4%</b>	<b>58.2%</b>	<b>44.3%</b>	<b>54.8%</b>	<b>52.4%</b>	<b>49.4%</b>
<b>Operating expenses</b>								
Marketing and administrative	6.25	(577,020)	(513,643)	(670,546)	(1,665,153)	(1,901,939)	(833,849)	(942,899)
Research and development		(438,163)	(561,930)	(559,096)	(1,441,322)	(1,353,039)	(940,906)	(753,149)
	6.25	(647,102)	(734,955)	(716,657)	(2,266,572)	(1,223,485)	(641,084)	(327,019)

er operating enses/income,net		(1,662,285)	(1,810,528)	(1,946,299)	(5,373,047)	(4,478,463)	(2,415,839)	(2,023,05)
erating profit ore financial ults, results of ity investments l impairment		4,583,227	2,189,568	10,109,919	10,921,634	24,634,831	8,247,291	9,670,51
ults of equity estments	6.11	30,262	50,021	48,682	93,733	163,171	(4,071,091)	13,946,59
ortization of dwill	6.12			(352,684)		(1,078,049)		(1,078,04
		30,262	50,021	(304,002)	93,733	(914,878)	(4,071,091)	12,868,54
financial results,	6.23	198,918	2,574,281	(2,026,668)	2,411,943	(1,493,882)	9,195,207	(3,060,09
ults on sale of ets	6.25	128,555	295,722		424,277	138,879	406,622	
ome before ome tax and ial contribution		4,940,962	5,109,592	7,779,249	13,851,587	22,364,950	13,778,029	19,478,96
ome tax and ial contribution	6.10	(1,839,712)	(3,533,597)	111,364	(6,131,291)	(3,129,701)	(6,157,173)	(639,50
rent		(1,396,582)	(3,286,788)	(833,782)	(5,840,420)	(4,084,382)	(5,607,208)	(1,398,24
ferred charges		(443,130)	(246,809)	945,146	(290,871)	954,681	(549,965)	758,74
ority interest		(97,949)	(109,343)	(137,558)	(99,440)	(395,788)		
income for the iod		3,003,301	1,466,652	7,753,055	7,620,856	18,839,461	7,620,856	18,839,46
umber of shares standing at the of the period thousands) (a)		5,212,724	5,212,691	5,278,381	5,212,724	5,278,381	5,212,724	5,278,38
earnings per re outstanding he end of the		0.58	0.28	1.47	1.46	3.57	1.46	3.5

iod (R\$)

- (a) **Includes  
30,341,144 and  
56,582,040  
preferred and  
common  
shares,  
respectively,  
linked to issue  
of convertible  
notes, (see note  
6.19).**

**The additional information, notes and attachment I are an integral part of the quarterly information**

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

**3- Statement Of Changes In Stockholders Equity**

Periods ended

In thousands of reais

Paid-up capital	Transaction cost	Resources linked to mandatory conversion in shares	Equity assessment adjust	Cumulative translation Adjustments	Expansion/ Investments	Treasury stock	Revenue reserves Unrealized income	Legal	Fiscal incentives	Retained earnings
28,000,000		3,063,833			24,285,431	(790,224)	60,883	2,319,695	89,844	
						(1,658,266)				21,27
				5,982,074						
			7,945							
19,434,193	(160,771)									
						(580,124)				(22
										(4,83
					15,178,507		(22,362)	1,063,982		(16,22
47,434,193	(160,771)	3,063,833	7,945	5,982,074	38,883,814	(2,448,490)	38,521	3,383,677	89,844	

3,15

(23,642)

(1,012,286)

221,964

**47,434,193 (160,771) 3,063,833 229,909 4,969,788 38,883,814 (2,472,132) 38,521 3,383,677 89,844 3,15**

1,46

(5,406,260)

(112,588)

**47,434,193 (160,771) 3,063,833 117,321 (436,472) 38,883,814 (2,472,132) 38,521 3,383,677 89,844 4,61**

3,00

1,434

1,523,178

(1,834,961)

(87,023)

47,434,193 (160,771) 4,587,011 30,298 (2,271,433) 38,883,814 (2,470,698) 38,521 3,383,677 89,844 7,62

**The additional information, notes and attachment I are an integral part of the quarterly information**

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

**4- Statement Of Cash Flows**

Period ended	In thousands of reais						
	3Q/09	2Q/09	Consolidated Accumulated 3Q/08	09/30/09	09/30/08	Parent Company Accumulated 09/30/09	09/30/08
<b>Cash flows from operating activities:</b>							
Net income for the period	3,003,301	1,466,652	7,753,055	7,620,856	18,839,461	7,620,856	18,839,461
Adjustments to reconcile net income for the period with cash provided by operating activities:							
Results of equity investments	(30,262)	(50,021)	304,002	(93,733)	914,878	4,071,091	(12,868,543)
Sale of assets	(128,555)	(295,722)		(424,277)	(138,879)	(406,622)	
Depreciation, amortization and depletion	1,447,788	1,253,422	1,226,887	3,997,975	3,790,317	1,499,413	1,275,893
Deferred income tax and social contribution	443,130	246,809	(945,146)	290,871	(954,682)	549,965	(758,742)
Monetary and exchange rate variations on assets and liabilities, net	(1,156,733)	(4,007,311)	2,306,623	(4,802,628)	(1,255,016)	(8,723,890)	2,236,438
Minority interest	97,949	109,343	137,558	99,440	395,788		
Disposal of property, plant and equipment	173,223	140,663	462,577	476,317	711,797	337,521	502,445
Net unrealized losses (gains) on derivatives	(610,618)	(1,677,669)	1,194,914	(2,282,105)	361,756	(2,001,749)	652,951
Dividends/interest on stockholders equity received		21,318	15,228	21,318	38,094	293,817	723,621
Others	138,166	(145,090)	143,817	(50,405)	175,450	(10,667)	82,758
	<b>3,377,389</b>	<b>(2,937,606)</b>	<b>12,599,515</b>	<b>4,853,629</b>	<b>22,878,964</b>	<b>3,229,735</b>	<b>10,686,282</b>
<b>Decrease (increase) in assets:</b>							
Accounts receivable	(529,089)	1,243,549	(2,924,362)	1,721,651	(3,882,350)	3,912,881	(3,851,208)
Inventories	1,216,407	1,230,727	(1,195,184)	2,951,592	(1,300,659)	698,936	(157,644)
Advances to energy suppliers			15,880	15,879	47,638		
Taxes to Recover or	(2,743,228)	2,577,021	81,048	(331,011)	(131,412)	2,081,476	(679,461)
Others	3,858	(402,417)	(82,509)	(656,930)	(22,488)	234,532	266,194



	(2,052,052)	4,648,880	(4,105,127)	3,701,181	(5,289,271)	6,927,825	(4,422,119)
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**Increase (decrease) in liabilities:**

Suppliers and contractors	(243,186)	(455,329)	591,468	(1,426,540)	749,559	195,374	664,500
Payroll and related charges	192,117	82,107	230,069	(67,180)	50,176	9,269	109,070
Taxes and contributions	1,139,115	(422,690)	9,051	1,028,632	172,128	1,257,908	148,891
Others	239,337	668,570	200,298	759,934	(403,566)	777,228	(634,955)
	<b>1,327,383</b>	<b>(127,342)</b>	<b>1,030,886</b>	<b>294,846</b>	<b>568,297</b>	<b>2,239,779</b>	<b>287,506</b>

**Net cash provided by operating activities**

	<b>2,652,720</b>	<b>1,583,932</b>	<b>9,525,274</b>	<b>8,849,656</b>	<b>18,157,990</b>	<b>12,397,339</b>	<b>6,551,669</b>
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**Cash flows from investing activities:**

Short term investments	(2,255,252)	1,593,198	(1,213,430)	(2,716,256)	(1,213,430)		(1,213,430)
Loans and advances receivable	(337,137)	(591,957)	(33,780)	(994,478)	(23,934)	(31,935)	(249,260)
Guarantees and deposits	(53,430)	(59,388)	(50,098)	(164,546)	(128,595)	(103,794)	(99,819)
Additions to investments	(601,057)	(622,555)	(146,660)	(1,389,689)	(178,984)	(6,581,411)	(749,067)
Additions to property, plant and equipment	(3,364,308)	(4,165,787)	(2,965,066)	(11,212,848)	(9,692,610)	(5,157,284)	(4,279,644)
Proceeds from disposal of property, plant and equipment/investments	304,860	602,683		907,543	370,501	602,683	
Net cash used in acquisitions and increase of funds to subsidiaries, net of the cash of subsidiary	(1,451,634)	(660,420)		(4,245,775)			

**Net cash used in investing activities**

	<b>(7,757,958)</b>	<b>(3,904,226)</b>	<b>(4,409,034)</b>	<b>(19,816,049)</b>	<b>(10,867,052)</b>	<b>(11,271,741)</b>	<b>(6,591,220)</b>
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**Cash flows from (used in) financing activities:**

Short-term debt additions	2,126,969	695,738	205,334	3,178,808	2,539,515		
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