BRAZIL FUND INC
Form SC 13D/A
May 26, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)
(Amendment No. 6)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

The Brazil Fund, Inc.

(Name of Issuer)

Common Stock, par value $.01 per share

(Title of Class of Securities)

105759104

(CUSIP Number)

Barry M. Olliff
c/o City of London Investment Management Company Limited
10 Eastcheap, London EC3M ILX, England
+44 207 711 0771

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 24, 2006

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box / /.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS City of London Investment Group PLC, a company incorporated under the laws of England and Wales.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(A) [_] (B) [_]
3	SEC USE ONLY		
4	SOURCE OF FUNDS* OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 415,100	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 415,100	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 415,100		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.56%		
14	TYPE OF REPORTING PERSON* HC		

CUSIP NO. 105759104	13D	PAGE 3 of 6

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS City of London Investment Management Company Limited, a company incorporated under the laws of England and Wales.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) [_] (B) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	415,100
	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	415,100
	10	SHARED DISPOSITIVE POWER	0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 415,100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]
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14	TYPE OF REPORTING PERSON*	

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This Amendment No. 6 to Schedule 13D (this "Amendment No. 6") should be read in conjunction with the Schedule 13D filed with the U.S. Securities and Exchange Commission (the "SEC") on August 5, 2005 (the "Original Schedule 13D"), with Amendment No. 1 to Schedule 13D filed with the SEC on September 2, 2005 ("Amendment No. 1"), with Amendment No. 2 to Schedule 13D filed with the SEC on November 1, 2005 ("Amendment No. 2"), with Amendment No. 3 to Schedule 13D filed with the SEC on December 7, 2005 ("Amendment No. 3"), Amendment No. 4 to Schedule 13D filed with the SEC on April 10, 2006 ("Amendment No. 4"), and Amendment No. 5 to Schedule 13D filed with the SEC on May 22, 2006 ("Amendment No. 5", and, together with Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, and Amendment No. 5, the "Amendments") by City of London Investment Group PLC ("City of London") and City of London Investment Management Company Limited relating to the shares of common stock, par value $0.01 per share (the "Shares"), of The Brazil Fund, Inc. (the "Fund"). This Amendment No. 6 amends Item 5 of the Original Schedule 13D. All other information in the Original Schedule 13D remains in effect. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Original Schedule 13D.

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER.

Items 5(a) and 5(b) below are hereby amended and restated in their entirety and Item 5(c) is hereby amended as follows:

(a) and (b). As of the date hereof, EWF, GEM, IEM, FREE, GFM, and Accounts owned 28,900, 63,304, 89,525, 143,300, 7,512, and 82,559 Shares, respectively, representing approximately 0.18%, 0.39%, 0.55%, 0.88%, 0.05%, and 0.51%, respectively, of the Shares outstanding (based on the most recent Share information publicly disclosed by the Fund).

As of the date hereof, CLIG, through its control of CLIM, is the beneficial owner of 415,100 Shares, representing approximately 2.56% of the Shares outstanding (based on the most recent Share information publicly disclosed by the Fund).

As of the date hereof, CLIM, through EWF, GEM, IEM, FREE, GFM, and Accounts, is the beneficial owner 415,100 Shares, representing approximately 2.56% of the Shares outstanding (based on the most recent Share information publicly disclosed by the Fund).

(c). Except as described below, no transactions in the Shares were effected by the Reporting Persons, or, to their knowledge, any of the persons identified in Item 2, since the last filing.

PORTFOLIO	TRADE DATE	TRANSACTION TYPE	NUMBER OF SHARES	TRADE PRICE
ACCOUNTS	4/3/2006	BUY	9,100	62.4013
ACCOUNTS	4/5/2006	BUY	12,000	62.65

ACCOUNTS	4/12/2006	BUY	1,100	61.2759
GEM	4/12/2006	BUY	7,300	61.2759
GFM I	4/12/2006	BUY	2,900	61.2759
ACCOUNTS	4/27/2006	BUY	7,300	63.8881
ACCOUNTS	5/1/2006	BUY	32,600	67.093
EWF	5/1/2006	BUY	22,900	67.093
GEM	5/1/2006	BUY	54,800	67.093
GFM I	5/1/2006	BUY	4,400	67.093
IEM	5/1/2006	BUY	39,700	67.093
FREE	5/3/2006	BUY	75,000	67.8
GEM	5/3/2006	BUY	18,100	67.8
FREE	5/4/2006	BUY	27,200	68.585
GEM	5/4/2006	BUY	15,000	68.585
EWF	5/4/2006	SELL	15,000	68.585
FREE	5/5/2006	BUY	9,700	68.8557
FREE	5/8/2006	BUY	8,300	69.4361
GEM	5/8/2006	BUY	12,400	69.4361
ACCOUNTS	5/15/2006	BUY	18,300	61.9049
ACCOUNTS	5/19/2006	SELL	246,120	61.1
EWF	5/19/2006	SELL	32,000	61.1
FREE	5/19/2006	SELL	86,880	61.1
GEM	5/19/2006	SELL	200,000	61.1
GFM I	5/19/2006	SELL	25,000	61.1
IEM	5/19/2006	SELL	70,000	61.1
ACCOUNTS	5/22/2006	BUY	48,550	57.3849
EWF	5/22/2006	BUY	10,700	57.3849
FREE	5/22/2006	BUY	10,800	57.3849
IEM	5/22/2006	BUY	11,350	57.3849
FREE	5/23/2006	BUY	25,800	60.3946
ACCOUNTS	5/23/2006	SELL	194,800	60.3946

EWF	5/23/2006	SELL	67,700	60.3946
GEM	5/23/2006	SELL	151,000	60.3946
GFM I	5/23/2006	SELL	18,600	60.3946
IEM	5/23/2006	SELL	211,800	60.3946
FREE	5/23/2006	SELL	258,000	60.3946
FREE	5/24/2006	BUY	9,100	58.2363

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 25, 2006

CITY OF LONDON INVESTMENT GROUP PLC

/s/ Barry M. Olliff

Name: Barry M. Olliff
Title: Director

CITY OF LONDON INVESTMENT MANAGEMENT COMPANY LIMITED

/s/ Barry M. Olliff

Name: Barry M. Olliff
Title: Director