

BANK BRADESCO
Form 6-K
February 09, 2012

**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 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

**For the month of February, 2012
Commission File Number 1-15250**

BANCO BRADESCO S.A.
(Exact name of registrant as specified in its charter)

BANK BRADESCO
(Translation of Registrant's name into English)

**Cidade de Deus, s/n, Vila Yara
06029-900 - Osasco - SP
Federative Republic of Brazil
(Address of principal executive office)**

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

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

Yes No

Banco Bradesco S.A.

Corporate Taxpayer's ID (CNPJ) 60.746.948/0001-12

Corporate Registry ID (NIRE) 35.300.027.795

Publicly-Held Company

Special and Annual Shareholders' Meetings

Call Notice

We invite the shareholders of this Company to meet at the Special and Annual Shareholders' Meetings to be held cumulatively on March 9, 2012, at 10 a.m., at the Company's headquarters, in Cidade de Deus, Vila Yara, Osasco, São Paulo, at Salão Nobre do 5º andar, Prédio Vermelho, in order to:

Special Shareholders' Meeting

– examine the Board of Directors' proposal to partially change the Bylaws, as follows:

a) to include a Sole Paragraph into Article 1; Paragraphs One and Two into Article 7; and the "caput" of Article 8 and Paragraph One of Article 12, in order to adapt to items 1.1, 4.3, 4.5 and 4.6 of the Corporate Governance Level 1 Listing Regulation of BM&FBOVESPA S.A. - Securities, Commodities and Future Exchange;

b) in the letter "n" of Article 9, which deals with the Management compensation, improving its wording;

c) in the "caput" and Sole Paragraph of Article 23, which are about the Compensation Committee, by improving its wording and including 3 new Paragraphs so as to be in compliance with the Brazilian Monetary Council Resolution #3,921, as of 11.25.2010, as well as by increasing from 6 (six) to 7 (seven) the maximum number of members of the said Committee;

d) to improve the wording of the "caput" of Articles 22, 24 and 26 and "caput" and Sole Paragraph of Article 25, which regard the Organization's Statutory Committees and Ombudsman; and

e) in the "caput" of Article 12, increasing from 15 (fifteen) to 16 (sixteen) the maximum number of Regional Officer positions.

Annual Shareholders' Meeting

1. to acknowledge the Management Report, the Fiscal Council's Opinion, the Independent Auditors' Report, and the Summary of the Audit Committee's Report, as well as examine, discuss and vote on the Financial Statements related to the fiscal year ended December 31, 2011;
2. to resolve on the Board of Directors' proposal for the allocation of the net income of 2011 and ratification of the distribution of interest on shareholders' equity and dividends paid and to be paid;
3. to resolve on the proposal of the Parent Companies to elect the Board of Directors' members;

Pursuant to CVM Rules #165, of December 11, 1991, and #282, of June 26, 1998, a minimum percentage of a 5% (five percent) of the voting capital is mandatory for shareholders to require the adoption of the multiple vote process to elect the Board of Directors' members;

4. to resolve on the proposal of the Parent Companies to elect the Fiscal Council's members; and
 5. to resolve on the Board of Directors' proposals for the Management and Fiscal Council's compensation and the amount to support the Management's Pension Plans.
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Participation in the Meetings: pursuant to Article 126 of Law # 6,404 of December 15, 1976, and later amendments, in order to attend and resolve on the Shareholders' Meetings, shareholders shall observe that:

- in addition to their identification document, they shall also provide a certificate of ownership of the Company's shares issued by the custodian financial institution;
- for the holder of book-entry shares held in custody at Bradesco, the presentation of said certificate is waived;
- in the event of impossibility to attend the Shareholders' Meetings, shareholders may also be represented by an attorney-in-fact appointed not more than one year before the date of the meeting, provided that he is a shareholder, officer of the Company, lawyer or financial institution, being incumbent upon the investment fund manager to represent its condominium members;
- before being forwarded to the Company, the powers of attorney drawn up in foreign language shall be translated into Portuguese and their translation shall be registered at the Registry of Deeds and Documents;
- in order to speed up the process and facilitate the works in the Shareholders' Meetings, the certificate of ownership of the shares and the power of attorney may, at the shareholders' discretion, be sent to the Company's headquarters, preferably, within 2 (two) business days before the date of the Shareholders' Meetings, at Banco Bradesco S.A. - Secretaria Geral - Área Societária - Cidade de Deus - 4º andar do Prédio Vermelho - Vila Yara - Osasco, SP - CEP 06029-900. A copy of the documentation may also be sent by email to **governancacorp@bradesco.com.br** and, alternatively, by fax (55 11) 3684-4630 or (55 11) 3683-2564.

Further information for the exercise of their voting right, the shareholders may consult the Manual for Participation in the Special and Annual Shareholders' Meeting, as of 3.9.2012 available on the website www.bradesco.com.br – Corporate Governance – Shareholders – Information for the Participation in Shareholders' Meetings, and on BM&FBOVESPA and CVM websites.

Documents Made Available to Shareholders: this Call Notice and the Proposals of the Board of Directors and of the Parent Companies, as well as other information required by the current legislation, are available to shareholders in Bradesco's Shares and Custody Department, the Company's Depository Financial Institution, Cidade de Deus, Prédio Amarelo, Vila Yara, Osasco, São Paulo, and are also available on the website www.bradesco.com.br – Corporate Governance – Shareholders, being also available on BM&FBovespa and CVM websites.

More clarifications deemed necessary may be obtained on the Investor Relations website - www.bradesco.com.br/ri – Corporate Governance, in Bradesco's Branch Network or via email investidores@bradesco.com.br,

Cidade de Deus, Osasco, SP, February 7, 2012

Lázaro de Mello Brandão

Chairman of the Board of Directors

