

COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO-SABESP

Form 6-K

April 15, 2011

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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**FORM 6-K**

**REPORT OF FOREIGN ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For April 11, 2011**  
**(Commission File No. 1-31317)**

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**  
*(Exact name of registrant as specified in its charter)*

**Basic Sanitation Company of the State of Sao Paulo - SABESP**  
*(Translation of Registrant's name into English)*

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**Rua Costa Carvalho, 300**  
**São Paulo, S.P., 05429-900**  
**Federative Republic of Brazil**  
*(Address of Registrant's principal executive offices)*

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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 if the registrant is submitting the Form 6-K  
in paper as permitted by Regulation S-T Rule 101(b)(1) .

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) .

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

If "Yes" is marked, indicated below the file number assigned to the  
registrant in connection with Rule 12g3-2(b):

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**COMPANHIA DE SANEAMENTO BÁSICO DO ESTADO DE SÃO PAULO – SABESP**

**PUBLICLY HELD COMPANY**

**Corporate Taxpayer ID (CNPJ) 43.776.517/0001-80**

**ANNUAL AND EXTRAORDINARY  
SHAREHOLDERS' MEETING  
MANAGEMENT PROPOSAL**

**ANNUAL SHAREHOLDERS' MEETING**

**A. Allocation of Net Income**

Proposal for the allocation of the net income for 2010 to be submitted to the Shareholders' Meeting to be held on April 28, 2011.

<b><i>Net income for the year</i></b>	<b>R\$</b>	<b>1,630,446,626.68</b>
<b><i>(-) Legal Reserve 5%</i></b>	<b>R\$</b>	<b>81,522,331.33</b>
<b><i>(-) Minimum mandatory dividends</i></b>	<b>R\$</b>	<b>387,231,073.84</b>
<b><i>(-) Additional proposed dividends</i></b>	<b>R\$</b>	<b>68,761,143.43</b>
<b><i>Retained earnings</i></b>	<b>R\$</b>	<b>1,092,932,078.08</b>

1. Net income for the year: R\$1,630,447 thousand.

2. Global amount and the amount per share of dividends, including prepaid dividends and interest on equity already declared: R\$455,992 thousand; VPA = R\$2.00

3. Percentage of the net income for the year distributed: 28%.

4. Global amount and the amount per share of dividends distributed based on the income for previous years:

Not applicable.

5. Less prepaid dividends and interest on equity already declared:

Not applicable.

6. Declaration of dividends or interest on equity based on profits verified in the half-yearly balance sheets or for shorter periods:

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- a) amount of dividends or interest on equity already declared: January to December 2010, the amount of R\$455,992 thousand.
- b) payments will be made within no later than 60 days after the 2011 Annual Shareholders' Meeting.
7. Comparative chart indicating the following amounts per share of each type and class:
- a) net income for the year and related to the previous three years;
- b) dividend and interest on equity distributed in the previous three years:

	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>
<b>Net income per share - R\$</b>	4.6316	0.279	6.6176	7.1562
<b>Dividends/interest on equity distributed per common share - R\$</b>	1.32	1.30	1.73	2.00

8. Profit allocated to legal reserve:
- a) Amount set aside to the legal reserve: R\$81,522 thousand.

- b) Calculation of the legal reserve: 5% of net income.
- 9. The capital stock is represented by common shares of a single type, non-par, registered and voting shares, without restrictions, at the Shareholders' Meetings.
- 10. Mandatory dividend:
  - a) The minimum mandatory dividend is twenty-five percent (25%) of the net income for the year after deductions set forth or accepted by laws, as provided for in the Company's Bylaws.
  - b) fully paid

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- c) no retained amount
- 11. No retention of mandatory dividends due to the Company's financial condition.
- 12. No allocation of income to contingencies reserve.
- 13. No allocation of income to unrealized profit reserve.
- 14. No allocation of income to statutory reserves.
- 15. Profit retention provided for in the Capital Budget: R\$1,092,932,078.08, plus R\$56,047,535.34 deriving from adjustments to the adoption of new practices, amounting to R\$ 1,148,976,613.42.
- 16. No allocation of income to the tax incentive reserve.

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05/12/201104/28/2011

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**Election of members of the Board of Directors, sitting members and deputy members of the Fiscal Council and compensation**

Below, the information on the candidates as member of the Board of Directors and Fiscal Council, according to sub-items 12.6 to 12.10 of the Reference Form:

**12.6 In relation to the administrators and members of the Fiscal Council, indicate in a chart:**

Name	Age	Occupation	Individual Taxpayer ID (CPF)	BOARD OF DIRECTORS	
				Elected position	Date of election
Edson de Olivera Giriboni	58	Civil Engineer	983.613.258-91	Chairman of the Board of Directors	04/28/20
Sidney Estanislau Beraldo	60	Biologist and Business Administrator	400.743.408-59	Board Member	04/28/20
Dilma Seli Pena	61	Geographer	076.215.821-20	Board Member	04/28/20
Walter Tesch	67	Social Scientist	334.124.720-34	Board Member	04/28/20
Alberto Goldman	73	Civil Engineer	011.110.948-53	Board Member	04/28/20



Heraldo Gilberto de Oliveira	46	Accountant and Business Administrator	454.094.479-72	Independent Board Member	04/28/20
Jerônimo Antunes	55	Accountant and Business Administrator	901.269.398-53	Independent Board Member	04/28/20
Reinaldo Guerreiro	58	Economist	503.946.658-72	Board Member	04/28/20
Andrea Sandro Calabi	65	Economist	002.107.148-91	Board Member	04/28/20

**FISCAL COUNCIL**

<b>Name</b>	<b>Age</b>	<b>Occupation</b>	<b>Individual Taxpayer ID (CPF)</b>	<b>Elected position</b>	<b>Date of election</b>
José Antonio Xavier	50	Economist	036.215.928-90	Sitting Fiscal council member	04/28/20
Humberto Macedo Puccinelli	53	Economist	022.759.188-76	Sitting Fiscal council member	04/28/20
Deraldo de Souza Mesquita Junior	51	Economist	079.530.638-59	Sitting Fiscal council member	04/28/20
Tomás Bruginski de Paula	50	Economist	092.553.068-98	Deputy Fiscal council member	04/28/20
José Rubens Gozzo Pereira	63	Economist	309.106.178-72	Deputy Fiscal council member	04/28/20
Joaldir Reynaldo Machado	62	Economist	430.403.148-15	Deputy Fiscal council member	04/28/20

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**Resume of the Board of Directors and members of the Fiscal Council**

**Board of Directors**

**Edson Giriboni** –Secretary of Sanitation and Water Resources of the State of São Paulo since January 2011. Mr. Giriboni is State Deputy in São Paulo. Civil Engineering from Polytechnic School of São Paulo University and Business Administration from the Educational Association of Itapetininga, with graduate courses at Campinas University and Federal University of Minas Gerais. Mr. Giriboni was General Superintendent of Fepasa and vice-mayor of Itapetininga where he also worked at the Municipal Department of Works and Public Utilities, and subsequently, in the Municipal Department of Industry and Development.

**Sidney de Oliveira Beraldo** – Chief of Staff of the São Paulo State Government Office, since January 2011. Mr. Beraldo holds bachelor’s degree in Biological Sciences, Business Administration and post graduated in Business Administration. He has started his career in politics as city councilman (1977-82) and as mayor of São João da Boa Vista (1983/88). In 1994, Mr. Beraldo was elected State Deputy by the PSDB, office to which he was re-elected in 1998, 2002 and 2006. His mandate as State Deputy expired in March 2011. He was president of the Legislative Assembly (2003/2005), elected by unanimous vote. At the Legislative Assembly, he acted as the caucus leader during Mario Covas government as well as the president of the Committees of Culture, Science, Technology, Economics and Planning. He idealized the Legislative Forum of Sustained Economic Development, a groundbreaking initiative that discusses alternatives to development with organized sectors of society. Mr. Beraldo was the speaker of the state government’s debt renegotiation projects, State Development Program, Regularization of Water Sources and Privatization of Energy Companies. Among the projects under his responsibility, it stands out project that oblige the State government to provide HIV and Syphilis tests for pregnant women during prenatal in the

entire public health system; the Code of Ethics for Public Servants of the São Paulo State Government; and the bill that created the Program called “ Universidade na Comunidade” (Community University Partnership). He presided over the State Council of the political party PSDB between 2005 and 2006. In 2007, he headed the Public Management Department, remaining in this office until April 2010. Mr. Beraldo was the general coordinator of current Governor Geraldo Alckmin’s campaign and led the transition government.

**Dilma Seli Pena** –Chief Executive Officer of Companhia de Saneamento Básico do Estado de São Paulo - Sabesp since January 2011. She holds a master’s degree in public administration from Getúlio Vargas Foundation (FGV/EASP), and bachelor’s degree in geography from Brasília University. In 1976, she began her career as a federal public servant as a technician in planning and research at the Research Institute of Applied Economics, or IPEA. She was officer of the Sanitation division of the Urban Policy Department of the Ministry of Planning, officer of the Strategic Investments division of the Ministry of Planning and officer of the Brazilian National Water Agency. At the state government level, she was a deputy secretary of the Economics and Planning Department of the São Paulo State Government. Since January 2007, she has been responsible for the Sanitation and Energy Department of the State of São Paulo and also presides over the Board of Directors of CESP and EMAE. Dilma Seli Pena has published a number of articles, texts and books in the areas of sanitation, water resources and planning.

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**Walter Tesch** –Coordinator of CRHi (Water Resources Coordination Department) of the State of São Paulo since January 2011. He holds a master’s degree in Social Sciences from the Pontifical Catholic University of Peru and graduation in sociology from Uruguay University. He worked in Peru and Venezuela and performed professional activities in several Latin American countries. Between 2005-2008, Mr. Tesch was the head of the administrative district of Parelheiros, water source region in the City of São Paulo, and until 2010 he was the deputy Executive Secretary of the operation called “Defesa das Águas” (Water Defense), an agreement between São Paulo Municipal government and the State government. Author of books on cooperativism and water sources in the City of São Paulo.

**Alberto Goldman** – Civil engineer, he holds bachelor’s degree from the Polytechnic School of São Paulo University. Mr. Goldman was Vice-Governor of São Paulo from January 2007 to March 2010 and Governor of São Paulo from April to December 2010. He was State Secretary of Development (currently, Development, Science and Technology State Department) from January 2007 to February 2009. State deputy for two terms and federal deputy for six terms. He was the president of the Budget Mixed Committee (2000) and speaker of the General Telecommunications Law (1997), among others. Mr. Goldman was also a political caucus leader, and listed among the 100 most influential congressmen in the National Congress. Special Secretary of State of the Program Coordination (1987) and of the Administration (1988 to 1990) Coordination. He was Minister of Transportation (1992 to 1994). Mr. Goldman was member of Sabesp’s Board of Directors from April 2009 to March 2010.

**Heraldo Gilberto de Oliveira** –Member of our Board of Directors and the Audit Committee since October 2009. He holds a bachelor’s degree in accounting and business administration. He also holds a master’s degree in controllership and accounting from the Faculty of Administration, Economics and Accounting of São Paulo University – FEA-USP. Mr. de Oliveira is a professor in graduate courses and the MBA in Capital Markets and Investor Relations areas at FIECAFI – FEA/USP. He worked for ten years as an independent auditor. Mr. Oliveira is a

partner at FCO Consultores Associados and works as an accounting and financial expert consultant. Mr. Oliveira was a member of the Board of Directors and Coordinator of the audit committee of Banco Nossa Caixa S/A from 2007 to 2009 and since September 2009 has been the coordinator member of the audit committee of Banco Industrial e Comercial S/A – BICBANCO. He has been officer at the São Paulo Institute of Finance Executives – IBEF/SP since September 2009.

**Jerônimo Antunes**