

Final Terms dated 23 June 2011
International Bank for Reconstruction and Development

Issue of USD 25,000,000 Zero Coupon Callable Notes due 28 June 2041
under the
Global Debt Issuance Facility

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the Prospectus dated May 28, 2008. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with such Prospectus.

SUMMARY OF THE NOTES

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| 1. Issuer: | International Bank for Reconstruction and Development (“ IBRD ”) |
| 2. (i) Series Number: | 3990 |
| (ii) Tranche Number: | 1 |
| 3. Specified Currency or Currencies (Condition 1(d)): | United States Dollars (“ USD ”) |
| 4. Aggregate Nominal Amount: | |
| (i) Series: | USD 25,000,000 |
| (ii) Tranche: | USD 25,000,000 |
| 5. (i) Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| (ii) Net proceeds: | USD 25,000,000 |
| 6. Specified Denominations (Condition 1(b)): | USD 100,000 |
| 7. Issue Date: | 28 June 2011 |
| 8. Maturity Date (Condition 6(a)): | 28 June 2041 |
| 9. Interest Basis (Condition 5): | Zero Coupon (further particulars specified below) |
| 10. Redemption/Payment Basis (Condition 6): | Each Note will be redeemed at its Optional Redemption Amount, its Early Redemption Amount or its Final Redemption Amount, as applicable. |
| 11. Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. Call/Put Options (Condition 6): | Call Option
(further particulars specified below) |
| 13. Status of the Notes (Condition 3): | Unsecured and unsubordinated |
| 14. Listing: | Luxembourg Stock Exchange |
| 15. Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | |
|---|--------------------------|
| 16. Zero Coupon Note Provisions (Condition 5(c)): | Applicable |
| (i) Amortization Yield | 5.00 per cent. per annum |

(Condition 6(c)(ii)):

- | | | |
|-------|---|----------------|
| (ii) | Day Count Fraction
(Condition 5(l)): | 30/360 |
| (iii) | Any other formula/basis of
determining amount payable: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | 17. | Call Option (Condition 6(d)): | Applicable | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------------------------|---|---|--------------------------|---|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|----------------------|
| (i) | Optional Redemption Date(s): | 28 June in each year, from and including 28 June 2018 to and including 28 June 2040. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (ii) | Optional Redemption
Amount(s) of each Note and
method, if any, of calculation
of such amount(s): | <p>The Optional Redemption Amount per Specified Denomination for each Optional Redemption Date is set out opposite such date in the table below, expressed as a percentage of the Specified Denomination, and payable on the applicable Optional Redemption Date:</p> <table border="0" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;">Optional Redemption Date</th> <th style="text-align: left;">Optional Redemption
Amount expressed as a
percentage of the
Specified Denomination</th> </tr> </thead> <tbody> <tr><td>28 June 2018</td><td>140.710042 per cent.</td></tr> <tr><td>28 June 2019</td><td>147.745544 per cent.</td></tr> <tr><td>28 June 2020</td><td>155.132822 per cent.</td></tr> <tr><td>28 June 2021</td><td>162.889463 per cent.</td></tr> <tr><td>28 June 2022</td><td>171.033936 per cent.</td></tr> <tr><td>28 June 2023</td><td>179.585633 per cent.</td></tr> <tr><td>28 June 2024</td><td>188.564914 per cent.</td></tr> <tr><td>28 June 2025</td><td>197.993160 per cent.</td></tr> <tr><td>28 June 2026</td><td>207.892818 per cent.</td></tr> <tr><td>28 June 2027</td><td>218.287459 per cent.</td></tr> <tr><td>28 June 2028</td><td>229.201832 per cent.</td></tr> <tr><td>28 June 2029</td><td>240.661923 per cent.</td></tr> <tr><td>28 June 2030</td><td>252.695020 per cent.</td></tr> <tr><td>28 June 2031</td><td>265.329771 per cent.</td></tr> <tr><td>28 June 2032</td><td>278.596259 per cent.</td></tr> <tr><td>28 June 2033</td><td>292.526072 per cent.</td></tr> <tr><td>28 June 2034</td><td>307.152376 per cent.</td></tr> <tr><td>28 June 2035</td><td>322.509994 per cent.</td></tr> </tbody> </table> | Optional Redemption Date | Optional Redemption
Amount expressed as a
percentage of the
Specified Denomination | 28 June 2018 | 140.710042 per cent. | 28 June 2019 | 147.745544 per cent. | 28 June 2020 | 155.132822 per cent. | 28 June 2021 | 162.889463 per cent. | 28 June 2022 | 171.033936 per cent. | 28 June 2023 | 179.585633 per cent. | 28 June 2024 | 188.564914 per cent. | 28 June 2025 | 197.993160 per cent. | 28 June 2026 | 207.892818 per cent. | 28 June 2027 | 218.287459 per cent. | 28 June 2028 | 229.201832 per cent. | 28 June 2029 | 240.661923 per cent. | 28 June 2030 | 252.695020 per cent. | 28 June 2031 | 265.329771 per cent. | 28 June 2032 | 278.596259 per cent. | 28 June 2033 | 292.526072 per cent. | 28 June 2034 | 307.152376 per cent. | 28 June 2035 | 322.509994 per cent. |
| Optional Redemption Date | Optional Redemption
Amount expressed as a
percentage of the
Specified Denomination | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2018 | 140.710042 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2019 | 147.745544 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2020 | 155.132822 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2021 | 162.889463 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2022 | 171.033936 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2023 | 179.585633 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2024 | 188.564914 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2025 | 197.993160 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2026 | 207.892818 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2027 | 218.287459 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2028 | 229.201832 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2029 | 240.661923 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2030 | 252.695020 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2031 | 265.329771 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2032 | 278.596259 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2033 | 292.526072 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2034 | 307.152376 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 28 June 2035 | 322.509994 per cent. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

	28 June 2036	338.635494 per cent.
	28 June 2037	355.567269 per cent.
	28 June 2038	373.345632 per cent.
	28 June 2039	392.012914 per cent.
	28 June 2040	411.613560 per cent.
(iv) Notice period:	Not less than five London and New York Business Days prior to the Optional Redemption Date	
18. Final Redemption Amount of each Note (Condition 6):	USD 432,194.24 per Specified Denomination	
19. Early Redemption Amount (Condition 6(c)):	As set out in the Conditions	

GENERAL PROVISIONS APPLICABLE TO THE NOTES

20. Form of Notes (Condition 1(a)):	Registered Notes: Global Registered Certificate available on Issue Date
21. New Global Note:	No
22. Financial Centre(s) or other special provisions relating to payment dates (Condition 7(h)):	London and New York
23. Governing law (Condition 14):	English
24. Other final terms:	Not Applicable

DISTRIBUTION

25. (i) If syndicated, names of Managers and underwriting commitments:	Not Applicable
(ii) Stabilizing Manager(s) (if any):	Not Applicable
26. If non-syndicated, name of Dealer:	HSBC Bank plc
27. Additional selling restrictions:	Not Applicable

OPERATIONAL INFORMATION

28. ISIN Code:	XS0640769062
29. Common Code:	064076906
30. Delivery:	Delivery against payment
31. Registrar and Transfer Agent (if any):	Citibank, N.A., London Branch
32. Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable

GENERAL INFORMATION

IBRD's most recent Information Statement was issued on 22 September 2010.

LISTING APPLICATION

These Final Terms comprise the final terms required for the admission to the Official List of the Luxembourg Stock Exchange and to trading on the Luxembourg Stock Exchange's regulated market of the Notes described herein issued pursuant to the Global Debt Issuance Facility of International Bank for Reconstruction and Development.

RESPONSIBILITY

IBRD accepts responsibility for the information contained in these Final Terms.

Signed on behalf of IBRD:

By:

Name:

Title:

Duly authorized