

OPNEXT INC  
Form 3/A  
February 20, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |  |  |  |
|---|---------|--|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement             | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â HITACHI LTD                             |         | (Month/Day/Year)                                 | OPNEXT INC [OPXT]                                  |  |
| (Last)                                    | (First) | (Middle)   | 02/14/2007   |  |
| 6-6, MARUNOUCHI 1-CHOME                   |         | 4. Relationship of Reporting Person(s) to Issuer |  | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| (Street)                                  |         | (Check all applicable)                           |  | 02/14/2007   |
| CHIYODA-KU, TOKYO,                        |         | ___ Director                                     |  | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| JAPANÂ 100-8280                           |         | ___ Officer                                      |  | __X__ Form filed by One Reporting Person                   |
| (City)                                    | (State) | (Zip)  | ___ Form filed by More than One Reporting Person   |  |
|   |         | ___ Other  |  |  |
|   |         | (give title below)                               |  |  |
|   |         | (specify below)                                  |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 35,000,000   | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|                                  |            |            |              | Shares  |       | (I)<br>(Instr. 5) |   |
|----------------------------------|------------|------------|--------------|---------|-------|-------------------|---|
| options to purchase common stock | 11/16/2001 | 11/12/2011 | Common Stock | 250,000 | \$ 15 | D                 | ^ |
| options to purchase common stock | 11/16/2001 | 01/23/2012 | Common Stock | 2,500   | \$ 15 | D                 | ^ |
| options to purchase common stock | 11/16/2002 | 11/12/2011 | Common Stock | 250,000 | \$ 15 | D                 | ^ |
| options to purchase common stock | 11/16/2003 | 12/18/2013 | Common Stock | 255,000 | \$ 15 | D                 | ^ |
| options to purchase common stock | 11/16/2004 | 12/18/2013 | Comon Stock  | 252,500 | \$ 15 | D                 | ^ |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HITACHI LTD<br>6-6, MARUNOUCHI 1-CHOME<br>CHIYODA-KU, TOKYO, JAPAN 100-8280 | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Tammy L. Wedemeyer, as attorney-in-fact  
02/19/2007  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

^

### Remarks:

The purpose of this Amendment to the Form 3 is to file the corresponding power of attorney on behalf of the reporting person. No other ownership information in this Amendment modifies the was previously filed on February 14, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.