

SONY CORP
Form 6-K
June 02, 2009

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 6-K**

REPORT OF FOREIGN PRIVATE ISSUER

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of June 2009

Commission File Number: 001-06439

SONY CORPORATION

(Translation of registrant's name into English)

7-1, KONAN 1-CHOME, MINATO-KU, TOKYO 108-0075, JAPAN

(Address of principal executive offices)

The registrant files annual reports under cover of Form 20-F.

Indicate by check mark whether the registrant files or will file annual reports under cover of 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

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with
Rule 12g3-2(b):82-_____

SONY CORPORATION

Notice of the Ordinary General Meeting of

Shareholders to be held on June 19, 2009

To the Registered Holders of American Depositary Receipts representing Common Stock of Sony Corporation (the Corporation):

The undersigned Depositary has received notice that the Corporation has called an ordinary general meeting of shareholders to be held in Tokyo, Japan on June 19, 2009 (the Meeting) for the following purposes:

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and Audit Reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2009 (from April 1, 2008 to March 31, 2009) pursuant to the Companies Act of Japan.

PROPOSALS TO BE ACTED UPON:

1. To amend a part of the Articles of Incorporation.
2. To elect 15 Directors.
3. To issue Stock Acquisition Rights for the purpose of granting stock options.

EXPLANATION OF THE SUBJECT MATTER OF THE MEETING

MATTERS TO BE REPORTED:

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To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and Audit Reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2009 (from April 1, 2008 to March 31, 2009).

Note: **The Consolidated Financial Statements will be available on the Sony Investor Relations website on June 1, 2009.**

This document can be accessed at <http://www.sony.net/SonyInfo/IR/stock/meeting.html>

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PROPOSALS TO BE ACTED UPON:

1. To amend a part of the Articles of Incorporation.

1. Reasons for Amendments

Upon the enforcement of the Paperless Share Transfer System pursuant to the enactment of the Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities (Law No. 88, 2004), it is proposed that all provisions concerning share certificates, beneficial shareholders and the register of beneficial shareholders be deleted from the Articles of Incorporation. In addition, it is proposed that necessary amendments related thereto be made to the Articles of Incorporation, including amending and adding the other words.

2. Contents of Amendments

Proposed amendments are set out below:
(Underlined portions are to be amended.)

Current Articles

Proposed Amendment

Article 8. (Issuance of Share Certificates)

1. The Corporation shall issue share certificates representing its issued shares.

[Deleted]

2. Notwithstanding the provision of the preceding paragraph, the Corporation shall not issue any certificates for shares constituting less than one full unit.

Article 9. (Request for the Sale of Shares Constituting Less Than One Full Unit)

Article 8. (Request for the Sale of Shares Constituting Less Than One Full Unit)

A shareholder (including a beneficial shareholder; hereinafter the same interpretation being applicable) holding shares constituting less than one full unit may request the Corporation to sell to the shareholder such amount of shares which will, when added together with the shares constituting less than one full unit, constitute one full unit of stock.

A shareholder holding shares constituting less than one full unit may request the Corporation to sell to the shareholder such amount of shares which will, when added together with the shares constituting less than one full unit, constitute one full unit of stock.

Current Articles

Proposed Amendment

Article 10. (Transfer Agent)

Article 2. (Transfer Agent)

1. The Corporation shall appoint a transfer agent. The transfer agent and its handling office shall be designated by a resolution of the Board of Directors of the Corporation or a determination of the Corporate Executive Officer to whom the determination has been delegated by a resolution of the Board of Directors of the Corporation and public notice thereof shall be given by the Corporation.

1. *[Not amended]*

2. The register of shareholders (including the register of beneficial shareholders; hereinafter the same interpretation being applicable), the register of lost share certificates and the register of stock acquisition rights of the Corporation shall be kept at the handling office of the transfer agent. The Corporation shall cause the transfer agent to handle the business pertaining to shares and stock acquisition rights, such as entry (including digital entry; hereinafter the same interpretation being applicable) into the register of shareholders, the register of lost share certificates, the register of stock acquisition rights, and purchase and sale of shares constituting less than one full unit, etc. The Corporation itself shall not handle the above matters directly

2. The register of shareholders and the register of stock acquisition rights of the Corporation shall be kept at the handling office of the transfer agent. The Corporation shall cause the transfer agent to handle the business pertaining to shares and stock acquisition rights, such as entry (including digital entry; hereinafter the same interpretation being applicable) into the register of shareholders and the register of stock acquisition rights, and purchase and sale of shares constituting less than one full unit, etc. The Corporation itself shall not handle the above matters directly.

from Article 11. to Article 38. [Omitted]

from Article 10. to Article 37. [Not amended]

[New Articles]

(ADDENDUM)

Article 1.

The register of lost share certificates of the Corporation shall be kept at the handling office of the transfer agent. The Corporation shall cause the transfer agent to handle the business such as entry into the register of lost share certificates. The Corporation itself shall not handle the above matters directly.

Article 2.

The provisions of Article 1 and Article 2 of this Addendum shall be deleted as of January 6, 2010.

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2. To elect 15 Directors.

The terms of office of all 14 Directors currently in office will expire at the conclusion of the Meeting. In accordance with the decision of the Nominating Committee, the election of the following 15 Directors is proposed.

Of the 15 director candidates, each of the 12 candidates for outside Director has management experience and demonstrated performance, expertise in fields including technology, an international orientation, independence in terms of having no special-interest relationships with the Corporation, and has been judged sufficiently able to fulfill the roles of determining the fundamental management policies of Sony Group and overseeing the management of Sony Group's business operations.

The candidates for Director are as follows:

(*Candidates for outside Director)

| Name (Date of Birth) | Brief Personal History and Representative Status in Other Companies | Number of the Corporation's Shares Held |
|--|--|---|
| | May 1997 Entered Sony Corporation of America President, Sony Corporation of America | |
| | December 1998 Chairman and Chief Executive Officer, Sony Corporation of America (present) | |
| | June 1999 Director, Sony Corporation (present) | |
| | April 2003 Vice Chairman, Sony Corporation | |
| | June 2003 Vice Chairman, Corporate Executive Officer, Sony Corporation | |
| | June 2005 Chairman and Chief Executive Officer, Representative Corporate Executive Officer, Sony Corporation | |
| | April 2009 Chairman, Chief Executive Officer and President, Representative Corporate Executive Officer, Sony Corporation (present) | 32,000 shares |
| 1. Sir Howard Stringer (February 19, 1942) | This candidate has served as a Director of the Corporation for ten years. Currently, as the Chief Executive Officer of Sony Group, he is responsible for overall management of the entire Group. | |
| | April 1977 Entered Sony Corporation | |
| | June 1999 Corporate Vice President, Sony Corporation | |
| | June 2002 Corporate Senior Vice President, Sony Corporation | |
| | June 2003 Executive Vice President, Executive Officer, Sony Corporation | |
| | June 2004 Executive Deputy President, Corporate Executive Officer, Sony Corporation | |
| | April 2005 Electronics Chief Executive Officer, Sony Corporation | |
| | June 2005 Director, Sony Corporation (Present) | |
| | President, Representative Corporate Executive Officer, Sony Corporation | 29,900 shares |
| 2. Ryoji Chubachi (September 4, 1947) | April 2009 Vice Chairman, Representative Corporate Executive Officer, Sony Corporation (present) | |

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This candidate has served as a Director of the Corporation for four years. Currently, of the headquarters functions, he assists the Chief Executive Officer and is responsible for Product Quality & Safety and Environmental Affairs.

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| Name (Date of Birth) | Brief Personal History and Representative Status in Other Companies | Number of the Corporation's Shares Held |
|-------------------------|--|---|
| April 1969 | Entered Sony Corporation | |
| May 2000 | Deputy President and Chief Financial Officer, Sony Electronics Inc. | |
| June 2002 | Corporate Senior Vice President, Sony Corporation | |
| June 2003 | Senior Vice President, Executive Officer, Sony Corporation | |
| February 2004 | Officer in charge of Corporate Planning and Control, and Accounting, Sony Corporation | |
| June 2004 | Senior Vice President, Corporate Executive Officer, Sony Corporation | |
| June 2005 | Executive Vice President and Chief Financial Officer, Corporate Executive Officer, Sony Corporation | |
| April 2009 | Executive Vice President and Chief Financial Officer, Representative Corporate Executive Officer, Sony Corporation (present) | 1,000 shares |

3.

Nobuyuki Oneda

(May 6, 1945)

Currently, of the headquarters functions, Mr. Oneda is responsible for Corporate Planning and Control, Accounting, Tax, Finance, Investor Relations, and Disclosure Controls. The decision has been made by the Nominating Committee for Mr. Oneda to be a candidate for Director.

| | | |
|----------------|--|--------------|
| October 1958 | Entered Fuji Photo Film Co., Ltd. | |
| September 1963 | Entered Fuji Xerox Co., Ltd. | |
| December 1968 | Director, Fuji Xerox Co., Ltd. | |
| December 1972 | Managing Director, Fuji Xerox Co., Ltd. | |
| January 1976 | Deputy President and Director, Fuji Xerox Co., Ltd. | |
| January 1978 | President and Chief Executive Officer, Fuji Xerox Co., Ltd. | |
| January 1992 | Chairman and Chief Executive Officer, Fuji Xerox Co., Ltd. | |
| June 1998 | Director, Callaway Golf Company (present) | |
| July 1999 | Director, Nippon Telegraph and Telephone Corporation (present) | |
| June 2003 | Director, Sony Corporation (present) | 6,100 shares |
| April 2006 | Chief Corporate Advisor, Fuji Xerox Co., Ltd. (present) | |

4.

* Yotaro Kobayashi

(April 25, 1933)

This candidate has extensive experience in global management and has served as an outside Director of the Corporation for six years. He currently serves as Chairman of the Board and Chair of the Nominating Committee.

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| Name (Date of Birth) | Brief Personal History and Representative Status in Other Companies | Number of the Corporation's Shares Held |
|-------------------------|--|---|
| | June 1980 Entered Braxton International | |
| | September 1987 Entered Bain & Company | |
| | August 1991 Entered Korn/Ferry International - Japan | |
| | May 1995 Director, Korn/Ferry International, U.S.A. | |
| | September 2000 Managing Director, Korn/Ferry International - Japan | |
| | July 2001 Representative Director & Regional Managing Director, Korn/Ferry International - Japan | |
| | June 2003 Director, Sony Corporation (present) | |
| | May 2009 Representative Director & Chairman, Korn/Ferry International - Japan (present) | - |

5.

* Sakie T. Fukushima

(September 10, 1949)

This candidate has extensive knowledge of global personnel matters and an understanding of global management and has served as an outside Director of the Corporation for six years. She currently serves as Chair of the Compensation Committee.

| | |
|---------------|---|
| April 1964 | Entered Orient Leasing Co., Ltd. (currently, ORIX Corporation) |
| March 1970 | Director, ORIX Corporation |
| November 1973 | Managing Director, ORIX Corporation |
| May 1976 | Senior Managing Director, ORIX Corporation |
| December 1979 | Director, Deputy President, ORIX Corporation |
| December 1980 | Representative Director, President, ORIX Corporation |
| April 2000 | Representative Director, Chairman and Chief Executive Officer, ORIX Corporation |
| June 2003 | Director, Sony Corporation (present) |

6. Director, Representative Executive Officer, Chairman and Chief Executive Officer, ORIX Corporation (present)

1,000 shares

* Yoshihiko Miyauchi

(September 13, 1935)

This candidate has practiced innovative management in Japan, has an extensive knowledge of corporate governance and has served as an outside Director of the Corporation for six years. He currently serves as Vice Chairman of the Board and a member of the Nominating Committee.

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| Name (Date of Birth) | Brief Personal History and Representative Status in Other Companies | Number of the Corporation's Shares Held |
|-------------------------|---|---|
|-------------------------|---|---|

| | | | |
|---------------------|----------------|---|---|
| | December 1962 | Entered Arthur Andersen & Co. | |
| | September 1986 | Country Managing Partner - Japan, Arthur Andersen & Co. | |
| | | President, Eiwa Audit Corporation | |
| | October 1991 | President, Inoue Saito Eiwa Audit Corporation | |
| | October 1993 | Executive Director, Asahi & Co. | |
| | | Deputy Country Managing Partner - Japan, Arthur Andersen & Co. | |
| 7. | June 1999 | Director, Sumitomo Banking Corporation | |
| | June 2000 | Statutory Corporate Auditor, Stanley Electric Co., Ltd. (present) | |
| * Yoshiaki Yamauchi | April 2001 | Director, Sumitomo Mitsui Banking Corporation | |
| | December 2002 | Director, Sumitomo Mitsui Financial Group, Inc. (present) | |
| (June 30, 1937) | June 2003 | Director, Sony Corporation (present) | |
| | June 2005 | Director, Sumitomo Mitsui Banking Corporation (present) | - |

In addition to auditing experience and international expertise as a certified public accountant, this candidate's track record includes the management of auditing firms. He has served as an outside Director of the Corporation for six years. He currently serves as Chair of the Audit Committee.

He is an outside director of Sumitomo Mitsui Banking Corporation (SMBC). In December 2005, SMBC received a recommendation issued by the Japanese Fair Trade Commission based on several violations of Article 19 of the Anti-Monopoly Act (Prohibition on Unfair Trade Practices) with respect to certain sales activities of SMBC during his tenure in this position. In April 2006, SMBC also received administrative orders issued by the Financial Services Agency of Japan with respect to such sales activities under the Banking Act. He had previously cautioned the board of directors at SMBC about the bank's overall business activities from the standpoint of legal compliance. After this incident occurred, he voiced his opinion about recovering the bank's credibility by conducting an internal investigation and implementing thorough measures to prevent a recurrence.

| | | | |
|----------------------|---------------|---|---|
| | October 1981 | Entered ICL plc | |
| | December 1986 | Chairman, ICL plc | |
| | January 1996 | Chief Executive Officer, British Telecom plc | |
| | March 2002 | Director, Telefonaktiebolaget LM Ericsson (present) | |
| | | Director, Mentor Graphics Corporation (present) | |
| | April 2002 | Director, Taiwan Semiconductor Manufacturing Company Ltd. (present) | |
| | May 2004 | Member of the Advisory Board, Sony Corporation | - |
| 8. | December 2004 | Director, Actis Capital LLP (present) | |
| | June 2005 | Director, Sony Corporation (present) | |
| * Sir Peter Bonfield | December 2006 | Chairman of the Supervisory Board, NXP B.V. (present) | |
| (June 3, 1944) | | Director, Dubai International Capital LLC (present) | |

In addition to serving as Chief Executive Officer of British Telecom, this candidate was a member of the Advisory Board of the Corporation and has served as an outside Director of the Corporation for four years. He currently serves as a member of the Nominating Committee.

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| Name (Date of Birth) | Brief Personal History and Representative Status in Other Companies | Number of the Corporation's Shares Held |
|-------------------------|---|---|
| | April 1961 Entered Hitachi, Ltd. | |
| | February 1988 Entered Century Audit Corporation | |
| | May 1999 Chairman, Century Audit Corporation | |
| | July 2000 Deputy Director, Ohta-Showa Century Audit Corporation | |
| | May 2002 Executive Vice President, Kawada Corporation | |
| | August 2003 Chief of Sumita Accounting Office (present) | |
| | June 2005 Director, Sony Corporation (present) | |

1,600 shares

9.

* Fueo Sumita

(May 24, 1938)

In addition to auditing experience and international expertise as a certified public accountant, this candidate's track record includes the management of auditing firms. He has served as an outside Director of the Corporation for four years. He currently serves as a member of the Audit Committee.

| | |
|----------------|--|
| April 1960 | Entered Toyota Motor Corporation |
| September 1988 | Director, Toyota Motor Corporation |
| December 1988 | President, Toyota Motor Manufacturing U.S.A. |
| September 1994 | Managing Director, Toyota Motor Corporation |
| June 1996 | Senior Managing Director, Toyota Motor Corporation |
| June 1998 | Executive Vice President, Toyota Motor Corporation |
| June 1999 | President, Toyota Motor Corporation |
| June 2005 | Vice Chairman, Toyota Motor Corporation |
| June 2006 | Director, Sony Corporation (present) |
| | Representative Director, Chairman of the Board, Toyota Motor Corporation (present) |

3,000 shares

10.

* Fujio Cho

(February 2, 1937)

This candidate has insight and experience in managing manufacturers and global companies. He has served as an outside Director of the Corporation for three years. He currently serves as a member of the Nominating Committee.

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| Name (Date of Birth) | Brief Personal History and Representative Status in Other Companies | Number of the Corporation's Shares Held |
|-------------------------|--|---|
| | January 1979 Entered McKinsey & Company | |
| | June 1986 Principal Partner, McKinsey & Company | |
| | June 1991 Director, McKinsey & Company | |
| | June 1996 Managing Director and Chairman, A.T. Kearney, Asia | |
| | June 2003 Chairman, J-Will Partners Co., Ltd. | |
| | April 2004 Director, Daiwa Securities Group Inc. (present) Professor, Graduate School of International Corporate Strategy, Hitotsubashi University (present) | |
| 11. | June 2005 Director, Fuji Fire and Marine Insurance Co., Ltd. (present) | |
| | April 2007 Director, Fukuoka Financial Group, Inc. (present) | |
| * Ryuji Yasuda | June 2007 Director, Sony Corporation (present) | |

4,000 shares

(April 28, 1946)

This candidate has experience as a university professor, consultant and corporate manager, as well as expertise in corporate strategy and financial institution management. He has served as an outside Director of the Corporation for two years. He currently serves as a member of the Audit Committee.

He is an outside director of Fuji Fire and Marine Insurance Co., Ltd. (Fuji Fire). In March 2007, during his tenure in that position, Fuji Fire received administrative orders issued by the Financial Services Agency of Japan under the Insurance Business Act for inappropriately failing to pay insurance claims on some of its insurance products. He had previously cautioned the board of directors of Fuji Fire about Fuji Fire's overall business management structure from the standpoint of legal compliance. After this incident occurred, he voiced his opinion about the need to investigate the issues and to initiate fundamental reform of business operations to prevent a recurrence.

| | | |
|-------------------|---|------------|
| | July 1971 Entered IBM Japan, Ltd. | |
| | April 1995 Director, IBM Japan, Ltd. | |
| | April 2000 Managing Director, IBM Japan, Ltd. | |
| | April 2004 Senior Managing Director, IBM Japan, Ltd. | |
| | May 2005 Director, PARCO Co., Ltd. (present) | |
| | April 2007 Technical Advisor, IBM Japan, Ltd. | |
| | May 2007 Chairman, Japan Women's Innovative Network (present) | |
| | June 2007 Director, Benesse Corporation | |
| 12. | April 2008 Director and Vice Chairman, Benesse Corporation (present) | 300 shares |
| * Yukako Uchinaga | Chairman of the Board, Chief Executive Officer and President, Berlitz International, Inc. (present) | |
| (July 5, 1946) | June 2008 Director, Sony Corporation (present) Auditor, Sompo Japan Insurance Inc. (present) | |

In addition to business experience and specialties focusing on technology cultivated at IBM, this candidate has extensive experience in promoting workplace diversity. Since 2008, she has served as an outside Director of the Corporation. She currently serves as a member of the Nominating Committee.

| Name (Date of Birth) | Brief Personal History and Representative Status in Other Companies | Number of the Corporation's Shares Held |
|---|---|---|
| | April 1970 Entered The Mitsui Bank, Ltd. June 1998 Director, The Sakura Bank, Ltd. April 2001 Managing Director, Sumitomo Mitsui Banking Corporation June 2003 Director, Sumitomo Mitsui Financial Group, Inc. | |
| | April 2004 Senior Managing Director, The Japan Research Institute, Limited June 2005 Senior Managing Director, Sumitomo Mitsui Banking Corporation June 2007 Deputy President, Sumitomo Mitsui Banking Corporation Representative Director, Chairman of the Board, The Japan Research Institute, Limited (present) | |
| 13. * Mitsuaki Yahagi (March 3, 1948) | June 2008 Corporate Auditor, Toray Industries, Inc. (present) Director, Sony Corporation (present) Corporate Auditor, Mitsui Engineering & Shipbuilding Co., Ltd. (present) | - |

This candidate has expertise and insight in the area of bank management. Since 2008, he has served as an outside Director of the Corporation. He currently serves as a member of the Compensation Committee.

He was a director of Sumitomo Mitsui Banking Corporation (SMBC). In December 2005, SMBC received a recommendation issued by the Japanese Fair Trade Commission based on several violations of Article 19 of the Anti-Monopoly Act (Prohibition on Unfair Trade Practices) with respect to certain sales activities of SMBC during his tenure in this position. In April 2006, SMBC also received administrative orders issued by the Financial Services Agency of Japan with respect to such sales activities under the Banking Act. After this incident occurred, he took appropriate actions to prevent a recurrence, as a member of management and director of SMBC.

| | | |
|--|--|---|
| | July 1980 Entered McKinsey & Company | |
| | July 1990 Senior Partner, McKinsey & Company | |
| | July 1997 Managing Director, Canada, McKinsey & Company | |
| | July 2000 Managing Director, Southeast Asia, McKinsey & Company | |
| 14. * Tsun-Yan Hsieh (December 29, 1952) | July 2007 Member of the Advisory Board, Sony Corporation June 2008 Director, Sony Corporation (present) Senior Advisor, McKinsey & Company (present) | - |

In addition to experience as a consultant to global business leaders, this candidate has substantial knowledge of the Asian business environment. Since 2008, he has served as an outside Director of the Corporation. He currently serves as a member of the Compensation Committee.

| Name | Brief Personal History and Representative Status in Other Companies | Number of the Corporation's Shares Held |
|-----------------|--|---|
| (Date of Birth) | September 1986 Founder & President, Interspan Communications March 1995 President & Chief Executive Officer, Telemundo Group, Inc. November 1998 Chairman & Chief Executive Officer, Telemundo Group, Inc. April 2001 Director, The Ryland Group, Inc. (present) May 2002 Director, MGM Mirage, Inc. (present) November 2002 Director, Vail Resorts, Inc. (present) April 2005 Director, Lehman Brothers Holdings Inc. (present) June 2008 Director, Sony Corporation (present) | |

1,000 shares

15.

* Roland A. Hernandez

(September 29, 1957)

With experience as Chief Executive Officer of Telemundo Group, a Spanish-language content producer and network, and as a Director of prominent global companies, this candidate has extensive knowledge of global business and the entertainment industry in particular. Since 2008, he has served as an outside Director of the Corporation. He currently serves as a member of the Nominating Committee.

Note: The Corporation has concluded agreements limiting the liability of the 12 director candidates each of whom is currently an outside Director. For a summary of the limited liability agreement, please refer to page 15.

3. To issue Stock Acquisition Rights for the purpose of granting stock options.

It is proposed that the Corporation will issue stock acquisition rights to directors, corporate executive officers and employees of the Corporation and of its subsidiaries, for the purpose of granting stock options, pursuant to the provisions of Articles 236, 238 and 239 of the Companies Act of Japan, and that the Corporation will delegate the determination of the terms of such stock acquisition rights to the Board of Directors of the Corporation.

I. The reason why the Corporation needs to offer stock acquisition rights on favorable terms.

The Corporation will issue stock acquisition rights to directors, corporate executive officers and employees of the Corporation and of its subsidiaries for the purpose of giving directors, corporate executive officers and employees of the Corporation and of its subsidiaries an incentive to contribute towards the improvement of the business performance of the Corporation and of its group companies (collectively the Group) and thereby improving the business performance of the Group by making the economic interest which such directors, corporate executive officers or employees will receive correspond to the business performance of the Group.

II. Terms and conditions of issue of stock acquisition rights (Stock Acquisition Rights), the terms of which the Board of Directors of the Corporation may determine pursuant to the delegation of such determination upon approval at the Meeting.

1. Maximum Limit of Aggregate Numbers of Stock Acquisition Rights

Not exceeding 27,500.

2. Payment in exchange for Stock Acquisition Rights

Stock Acquisition Rights are issued without payment of any consideration to the Corporation.

3. Matters regarding Stock Acquisition Rights

(1) Class and Number of Shares to be Issued or Transferred upon Exercise of Stock Acquisition Rights

The class of shares to be issued or transferred upon exercise of Stock Acquisition Rights shall be shares of common stock, and the number of shares to be issued or transferred upon exercise of each Stock Acquisition Right (the Number of Granted Shares) shall be 100 shares.

The aggregate number of shares to be issued or transferred upon exercise of Stock Acquisition Rights shall not exceed 2,750,000 shares of common stock of the Corporation (the Common Stock). However, in the event that the Number of Granted Shares is adjusted pursuant to (2) below, the aggregate number of shares to be issued or transferred upon exercise of Stock Acquisition Rights shall not exceed the number obtained by multiplying the Number of Granted Shares after adjustment by the maximum limit of the aggregate number of Stock Acquisition Rights as prescribed in 1. above.

(2) Adjustment of Number of Granted Shares

In the event that the Corporation conducts a stock split (including free distribution of shares (*musho-wariate*)) or a consolidation of the Common Stock after the date of a resolution of the Meeting, the Number of Granted Shares shall be adjusted in accordance with the following formula:

$$\begin{array}{l} \text{Number of} \\ \text{Granted Shares} \\ \text{after adjustment} \end{array} = \begin{array}{l} \text{Number of} \\ \text{Granted Shares} \\ \text{before adjustment} \end{array} \times \begin{array}{l} \text{Ratio of split} \\ \text{or consolidation} \end{array}$$

Any fraction less than one (1) share resulting from the adjustment shall be disregarded.

(3) Amount of Assets to be Contributed upon Exercise of Stock Acquisition Rights

The amount of assets to be contributed upon exercise of each Stock Acquisition Right shall be the amount obtained by multiplying the amount to be paid per share to be issued or transferred upon exercise of Stock Acquisition Rights (the Exercise Price), which is provided below, by the Number of Granted Shares.

(i) Initial Exercise Price

The Exercise Price shall initially be as follows:

(A) Stock Acquisition Rights with Exercise Price Denominated in Yen

The Exercise Price shall initially be the average of the closing prices of Common Stock in the regular trading thereof on the Tokyo Stock Exchange (each the Closing Price) for the ten (10) consecutive trading days (excluding days on which there is no Closing Price) immediately prior to the allotment date of such Stock Acquisition Rights (any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen); provided, however, that if such calculated price is lower than either (a) the average of the Closing Prices for the thirty (30) consecutive trading days (excluding days on which there is no Closing Price) commencing forty-five (45) trading days immediately before the date (being the allotment date of Stock Acquisition Rights) on which the Corporation fixes the Exercise Price (any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen), or (b) the Closing Price on the allotment date of Stock Acquisition Rights (if there is no Closing Price on such date, the Closing Price on the immediately preceding trading day), the Exercise Price shall be the higher price of (a) or (b) above.

(B) Stock Acquisition Rights with Exercise Price Denominated in U.S. Dollars

The Exercise Price shall initially be the U.S. dollar amount obtained by dividing the average of the Closing Prices for the ten (10) consecutive trading days (excluding days on which there is no Closing Price) immediately prior to the allotment date of such Stock Acquisition Rights (the Reference Yen Price) by the average of the exchange rate quotations by a leading commercial bank in Tokyo for selling spot U.S. dollars by telegraphic transfer against yen for such ten (10) consecutive trading days (the Reference Exchange Rate) (any fraction less than one (1) cent arising as a result of such calculation shall be rounded up to the nearest one (1) cent); provided, however, that if the Reference Yen Price is lower than either (a) the average of the Closing Prices for the thirty (30) consecutive trading days (excluding days on which there is no Closing Price) commencing forty-five (45) trading days immediately before the date (being the allotment date of Stock Acquisition Rights) on which the Corporation fixes the Exercise Price, or (b) the Closing Price on the allotment date of Stock Acquisition Rights (if there is no Closing Price on such date, the Closing Price on the immediately preceding trading day), the Exercise Price shall be the U.S. dollar amount obtained by dividing the higher price of (a) or (b) above by the Reference Exchange Rate (any fraction less than one (1) cent arising as a result of such calculation shall be rounded up to the nearest one (1) cent).

(ii) Adjustment of Exercise Price

In the event that the Corporation conducts a stock split (including free distribution of shares (*musho-wariate*)) or consolidation of the Common Stock after the allotment date of Stock Acquisition Rights, the Exercise Price shall be adjusted in accordance with the following formula, and any fraction less than one (1) yen or one (1) cent resulting from the adjustment shall be rounded up to the nearest one (1) yen or one (1) cent.

$$\begin{array}{l} \text{Exercise} \\ \text{Price} \\ \\ \text{after} \\ \text{adjustment} \end{array} = \begin{array}{l} \text{Exercise Price} \\ \\ \text{before} \\ \text{adjustment} \end{array} \times \frac{1}{\text{Ratio of split or consolidation}}$$

In addition, in the case of a merger with any other company, corporate split or reduction of the amount of capital of the Corporation, or in any other case similar thereto where an adjustment of Exercise Price shall be required, in each case after the allotment date of Stock Acquisition Rights, the Exercise Price shall be adjusted appropriately to the extent reasonable.

(4) Period during which Stock Acquisition Rights May be Exercised

The period during which Stock Acquisition Rights may be exercised will be the period from the day on which one (1) year has passed from the allotment date of Stock Acquisition Rights to the day on which ten (10) years have passed from such allotment date.

(5) Conditions for the Exercise of Stock Acquisition Rights

(i) No Stock Acquisition Right may be exercised in part.

(ii) In the event of a resolution being passed at a general meeting of shareholders of the Corporation for an agreement for any consolidation, amalgamation or merger (other than a consolidation, amalgamation or merger in which the Corporation is the continuing corporation), or in the event of a resolution being passed at a general meeting of shareholders of the Corporation (or, where a resolution of a general meeting of shareholders is not necessary, at a meeting of the Board of Directors of the Corporation) for any agreement for share exchange (*kabushiki-kokan*) or any plan for share transfer (*kabushiki-iten*) pursuant to which the Corporation is to become a wholly-owned subsidiary of another corporation, Stock Acquisition Rights may not be exercised on and after the effective date of such consolidation, amalgamation or merger, such share exchange (*kabushiki-kokan*), or such share transfer (*kabushiki-iten*).

(iii) Conditions for the exercise of Stock Acquisition Rights other than the conditions referred to above shall be determined by the Board of Directors of the Corporation.

(6) Mandatory Repurchase of Stock Acquisition Rights

Not applicable.

(7) Matters concerning the Amount of Capital and the Additional Paid-in Capital Increased by the Issue of the Shares upon Exercise of Stock Acquisition Rights

(i) The amount of capital increased by the issue of the shares upon exercise of Stock Acquisition Rights shall be the amount obtained by multiplying the maximum limit of capital increase, as calculated in accordance with the provisions of Paragraph 1, Article 17 of the Company Accounting Ordinance, by 0.5, and any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen.

(ii) The amount of additional paid-in capital increased by the issue of the shares upon exercise of Stock Acquisition Rights shall be the amount obtained by deducting the capital to be increased, as provided in (i) above, from the maximum limit of capital increase, as

also provided in (i) above.

(8) Restrictions on the Acquisition of Stock Acquisition Rights through Transfer

The Stock Acquisition Rights cannot be acquired through transfer, unless such acquisition is expressly approved by the Board of Directors of the Corporation

Note: For a summary of the Stock Acquisition Rights issued by the Corporation in the past, please refer to pages 16 and 17. In light of the granting purpose (contributing to the improvement of the mid- and long- term business performance of Sony Group and thereby improving such business performance of Sony Group), the exercise of Stock Acquisition Rights is restricted during the above mentioned period (for one-year period from the allotment date of the Stock Acquisition Rights), and the Allocation Agreement provides restrictions on the exercise of Stock Acquisition Rights such as limitation on the number of exercisable Stock Acquisition Rights (one-third of the total number of the allocated Stock Acquisition Rights will be vested and exercisable each year after the restricted period, and all of the allocated Stock Acquisition Rights will be exercisable on and after the date on which three (3) years have passed from the allotment date of the Stock Acquisition Rights), eligibility rules and others. The Corporation intends that Stock Acquisition Rights issued by the Corporation in the future will be under the same restrictions as the Stock Acquisition Rights issued in the past.

[For Reference]

Outline of Limited Liability Agreement

Pursuant to the Articles of Incorporation, the Corporation entered into the Limited Liability Agreement with all 12 outside Directors (who are defined under the Companies Act of Japan as individuals who have been in a director position of the Corporation after the date following the last annual shareholders meeting, including individuals who resigned on or before the end of the fiscal year ended March 31, 2009). A summary of that Agreement is as follows:

- (1) In a case where the outside Director is liable to the Corporation after the execution of this Agreement for damages caused by the negligence of his/her duties as a director of the Corporation pursuant to Article 423, Paragraph 1 of the Companies Act, such liabilities shall be limited to the higher of either thirty million yen (30,000,000 yen) or an aggregate sum of the amounts prescribed in Article 425, Paragraph 1 of the Companies Act only where the outside Director acted in good faith without any gross negligence in performing his/her duties.
- (2) In a case where the outside Director is reelected as an outside Director of the Corporation and reassumes his/her office as such on the expiration of the term of his/her office as an outside Director of the Corporation, this Agreement shall continue to be effective after the reelection and re-assumption without any action or formality.

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Summary of Stock Acquisition Rights (SARs) issued by the Corporation in the past (outstanding as of March 31, 2009)

| Name (Date of issuance) | Exercise period | Total number of SARs issued | Number of shares to be issued or transferred | Exercise price | Percentage of SARs exercised |
|---|--|------------------------------------|---|-----------------------|-------------------------------------|
| The first series of Common Stock Acquisition Rights (December 9, 2002) | December 9, 2003 ~ December 8, 2012 | 9,878 | 987,800 Common Stock | ¥ 5,396 | 17.7% |
| The third series of Common Stock Acquisition Rights (March 31, 2003) | April 1, 2003 ~ March 31, 2013 | 9,332 | 933,200 Common Stock | U.S.\$ 36.57 | 35.5% |
| The fourth series of Common Stock Acquisition Rights (November 14, 2003) | November 14, 2004 ~ November 13, 2013 | 8,145 | 814,500 Common Stock | ¥ 4,101 | 41.7% |
| The sixth series of Common Stock Acquisition Rights (March 31, 2004) | April 1, 2004 ~ March 31, 2014 | 8,941 | 894,100 Common Stock | U.S.\$ 40.90 | 26.9% |
| The seventh series of Common Stock Acquisition Rights (November 18, 2004) | November 18, 2005 ~ November 17, 2014 | 9,540 | 954,000 Common Stock | ¥ 3,782 | 33.0% |
| The ninth series of Common Stock Acquisition Rights (March 31, 2005) | April 1, 2005 ~ March 31, 2015 | 8,085 | 808,500 Common Stock | U.S.\$ 40.34 | 19.9% |
| The tenth series of Common Stock Acquisition Rights (November 17, 2005) | November 17, 2006 ~ November 16, 2015 | 10,093 | 1,009,300 Common Stock | ¥ 4,060 | 10.2% |
| The eleventh series of Common Stock Acquisition Rights (November 17, 2005) | November 18, 2005 ~ November 17, 2015 | 10,717 | 1,071,700 Common Stock | U.S.\$ 34.14 | 21.6% |
| The twelfth series of Common Stock Acquisition Rights (November 16, 2006) | November 16, 2006 ~ November 15, 2016 | 10,579 | 1,057,900 Common Stock | ¥ 4,756 | 1.1% |
| The thirteenth series of Common Stock Acquisition Rights (November 16, 2006) | November 17, 2006 ~ November 16, 2016 | 13,734 | 1,373,400 Common Stock | U.S.\$ 40.05 | 5.3% |
| The fourteenth series of Common Stock Acquisition Rights (November 14, 2007) | November 14, 2007 ~ November 13, 2017 | 7,962 | 796,200 Common Stock | ¥ 5,514 | 0% |
| The fifteenth series of Common Stock Acquisition Rights (November 14, 2007) | November 14, 2007 ~ November 13, 2017 | 15,844 | 1,584,400 Common Stock | U.S.\$ 48.15 | 0% |

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| | | | | | |
|---|---------------------|--------|--------------|--------------|----|
| The sixteenth series of Common Stock Acquisition Rights | November 18, 2009 | | 831,800 | | |
| | | 8,318 | | ¥ 2,987 | 0% |
| (November 18, 2008) | ~ November 17, 2018 | | Common Stock | | |
| The seventeenth series of Common Stock Acquisition Rights (November 18, 2008) | November 18, 2009 | | 1,676,700 | | |
| | | 16,767 | | U.S.\$ 30.24 | 0% |
| | ~ November 17, 2018 | | Common Stock | | |

Note: All series of Stock Acquisition Rights were issued for the purpose of granting stock options. Accordingly, no cash payment was required for the allocation.

(1) Stock Acquisition Rights held by Directors and Corporate Executive Officers of the Corporation (as of March 31, 2009)

| Name | Directors (Excluding Outside Directors) and Corporate Executive Officers | | Outside Directors | |
|---|--|-------------------|--|-------------------|
| | Number of shares to be issued or transferred | Number of holders | Number of shares to be issued or transferred | Number of holders |
| The third series of Common Stock Acquisition Rights | 215,400 | 2 | 0 | 0 |
| The fourth series of Common Stock Acquisition Rights | 0 | 0 | 7,200 | 4 |
| The sixth series of Common Stock Acquisition Rights | 225,000 | 2 | 0 | 0 |
| The seventh series of Common Stock Acquisition Rights | 37,800 | 4 | 7,200 | 4 |
| The ninth series of Common Stock Acquisition Rights | 230,000 | 2 | 0 | 0 |
| The tenth series of Common Stock Acquisition Rights | 134,400 | 5 | 10,800 | 6 |
| The eleventh series of Common Stock Acquisition Rights | 334,600 | 2 | 0 | 0 |
| The twelfth series of Common Stock Acquisition Rights | 227,000 | 5 | 12,600 | 7 |
| The thirteenth series of Common Stock Acquisition Rights | 430,000 | 2 | 0 | 0 |
| The fourteenth series of Common Stock Acquisition Rights | 204,000 | 5 | 14,400 | 8 |
| The fifteenth series of Common Stock Acquisition Rights | 430,000 | 2 | 0 | 0 |
| The sixteenth series of Common Stock Acquisition Rights | 206,000 | 5 | 21,600 | 12 |
| The seventeenth series of Common Stock Acquisition Rights | 530,000 | 2 | 0 | 0 |

(2) Stock Acquisition Rights allocated to employees and others by the Corporation during the fiscal year ended March 31, 2009

The details of these Stock Acquisition Rights are mentioned in the sixteenth and seventeenth series of Common Stock Acquisition Rights above.

Stock Acquisition Rights allocated to employees of the Corporation, directors and employees of the Corporation's subsidiaries

| Name | Employees of the Corporation | | Directors and employees of the Corporation's subsidiaries | |
|---|--|-----------------------------|---|-----------------------------|
| | Number of shares to be issued or transferred | Number of persons allocated | Number of shares to be issued or transferred | Number of persons allocated |
| The sixteenth series of Common Stock Acquisition Rights | 342,900 | 207 | 261,300 | 210 |
| The seventeenth series of Common Stock Acquisition Rights | 0 | 0 | 1,146,700 | 602 |

Dated: June 1, 2009

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SONY CORPORATION

(Registrant)

By: /s/ Nobuyuki Oneda

(Signature)

Nobuyuki Oneda

Corporate Executive Officer,

Executive Vice President and

Chief Financial Officer