

HONDA MOTOR CO LTD  
Form SC 13G/A  
February 08, 2007

=====

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3) \*

HONDA MOTOR CO., LTD.  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

438128308  
(CUSIP Number)

DECEMBER 31, 2006  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

-----  
CUSIP NO. 438128308  
-----

-----

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)

Mitsubishi UFJ Financial Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(See Instructions) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

NUMBER OF 5 SOLE VOTING POWER

SHARES 135,921,200

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 135,921,200

PERSON 8 SHARED DISPOSITIVE POWER

WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

135,921,200

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%

12 TYPE OF REPORTING PERSON (See Instructions)

CO

Page 2 of 22

-----  
CUSIP NO. 438128308  
-----

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)

The Bank of Tokyo-Mitsubishi UFJ, Ltd.

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

NUMBER OF	5	SOLE VOTING POWER
SHARES	61,144,400	
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	-0-	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING	61,144,400	
PERSON	8	SHARED DISPOSITIVE POWER
WITH	-0-	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

61,144,400

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12 TYPE OF REPORTING PERSON (See Instructions)

CO

Page 3 of 22

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)  
Mitsubishi UFJ Trust and Banking Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)   
(b)

3 SEC USE ONLY

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Tokyo, Japan

-----

NUMBER OF	5	SOLE VOTING POWER
SHARES		64,795,600

-----

BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-0-

-----

EACH	7	SOLE DISPOSITIVE POWER
REPORTING		64,795,600

-----

PERSON	8	SHARED DISPOSITIVE POWER
WITH		-0-

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
64,795,600

-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.6%

-----

12 TYPE OF REPORTING PERSON (See Instructions)  
CO

-----

Page 4 of 22

-----

CUSIP NO. 438128308

-----

-----

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)  
Mitsubishi UFJ Securities Co., Ltd.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) [ ]  
(b) [ ]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Tokyo, Japan

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

-----

NUMBER OF	5	SOLE VOTING POWER
SHARES		1,663,100
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-0-
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		1,663,100
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-0-

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,663,100

-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

-----

12 TYPE OF REPORTING PERSON (See Instructions)

CO

-----

Page 5 of 22

-----

CUSIP NO. 438128308

-----

-----

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)

Mitsubishi UFJ Asset Management Co., Ltd.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) [ ]  
(b) [ ]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

-----

NUMBER OF	5	SOLE VOTING POWER
SHARES		5,266,600

-----

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-0-
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		5,266,600
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-0-
-----		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,266,600	
-----		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.3%	
-----		
12	TYPE OF REPORTING PERSON (See Instructions)	
	CO	

Page 6 of 22

-----  
CUSIP NO. 438128308  
-----

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)	
	Mitsubishi UFJ Asset Management (UK) Ltd.	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input type="checkbox"/>
-----		
3	SEC USE ONLY	
-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	London, United Kingdom	
-----		
NUMBER OF	5	SOLE VOTING POWER
SHARES		21,400
-----		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-0-
EACH	7	SOLE DISPOSITIVE POWER

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

REPORTING	21,400	
PERSON	8	SHARED DISPOSITIVE POWER
WITH	-0-	
-----		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	21,400	
-----		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
		<input type="checkbox"/>
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.0%	
-----		
12	TYPE OF REPORTING PERSON (See Instructions)	
	CO	
-----		

Page 7 of 22

-----  
 CUSIP NO. 438128308  
 -----

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)	
	MU Investments Co., Ltd.	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input type="checkbox"/>
-----		
3	SEC USE ONLY	
-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Tokyo, Japan	
-----		
	5	SOLE VOTING POWER
		3,051,500
-----		
	6	SHARED VOTING POWER
		-0-
-----		
	7	SOLE DISPOSITIVE POWER
		3,051,500
-----		
	8	SHARED DISPOSITIVE POWER

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

WITH

-0-

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,051,500  
-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)

[ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%  
-----

12 TYPE OF REPORTING PERSON (See Instructions)

CO  
-----

Page 8 of 22

-----  
CUSIP NO. 438128308  
-----

ITEM 1

(a) NAME OF ISSUER

Honda Motor Co., Ltd.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1-1 Minami-Aoyama 2-chome, Minato-ku, Tokyo, 107-8556, Japan

ITEM 2

(a) NAMES OF PERSONS FILING

Mitsubishi UFJ Financial Group, Inc. ("MUFG")

The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BTMU")

Mitsubishi UFJ Trust and Banking Corporation ("MUTB")

Mitsubishi UFJ Securities Co., Ltd. ("MUS")

Mitsubishi UFJ Asset Management Co., Ltd. ("MUAM")

Mitsubishi UFJ Asset Management (UK) Ltd. ("MUAMUK")

MU Investments Co., Ltd. ("MUI")

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

MUFG:

7-1 Marunouchi 2-chome, Chiyoda-ku  
Tokyo 100-8330, Japan



Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

BTMU:  
7-1 Marunouchi 2-chome, Chiyoda-ku  
Tokyo 100-8388, Japan

MUTB:  
4-5 Marunouchi 1-chome, Chiyoda-ku  
Tokyo 100-8212, Japan

MUS:  
4-1 Marunouchi 2-chome, Chiyoda-ku  
Tokyo, 100-6317, Japan

MUAM:  
4-5 Marunouchi 1-chome, Chiyoda-ku  
Tokyo 100-8212, Japan

MUAMUK  
12-15 Finsbury Circus, London, EC2M 7BT  
United Kingdom

MUI:  
2-15 Nihonbashi Muromachi 3-chome, Chuo-ku  
Tokyo 103-0022, Japan

Page 9 of 22

-----  
CUSIP NO. 438128308  
-----

(c) CITIZENSHIP

Not applicable.

(d) TITLE OF CLASS OF SECURITIES

Common Stock

(e) CUSIP NUMBER

438128308

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- MUFG:
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

- (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J).
- BTMU:
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);

Page 10 of 22

-----  
CUSIP NO. 438128308  
-----

- (g)  A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

- MUTB:
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J).
- MUS:
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

-----  
CUSIP NO. 438128308  
-----

- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J).
- MUAM:
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J).
- MUAMUK:
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

- (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

Page 12 of 22

-----  
CUSIP NO. 438128308  
-----

- MUI:
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

ITEM 4

OWNERSHIP

## Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For MUFG

(a) Amount Beneficially Owned:	135,921,200
(b) Percent of Class:	7.45%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	135,921,200
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	135,921,200
(iv) Shared power to dispose or to direct the disposition of:	-0-

For BTMU

(a) Amount Beneficially Owned:	61,144,400
(b) Percent of Class:	3.35%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	61,144,400
(ii) Shared power to vote or to direct the vote:	-0-

Page 13 of 22

-----  
CUSIP NO. 438128308  
-----

(iii) Sole power to dispose or to direct the disposition of:	61,144,400
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUTB

(a) Amount Beneficially Owned:	64,795,600
(b) Percent of Class:	3.55%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	64,795,600
(ii) Shared power to vote or to direct the vote:	-0-

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

(iii) Sole power to dispose or to direct the disposition of:	64,795,600
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUS

(a) Amount Beneficially Owned:	1,663,100
(b) Percent of Class:	0.09%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	1,663,100
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	1,663,100
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUAM

(a) Amount Beneficially Owned:	5,266,600
(b) Percent of Class:	0.29%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	5,266,600
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	5,266,600
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUAMUK

(a) Amount Beneficially Owned:	21,400
(b) Percent of Class:	0.00%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	21,400
(ii) Shared power to vote or to direct the vote:	-0-

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

-----  
 CUSIP NO. 438128308  
 -----

(iii) Sole power to dispose or to direct the disposition of: 21,400

(iv) Shared power to dispose or to direct the disposition of: -0-

For MUI

(a) Amount Beneficially Owned: 3,051,500

(b) Percent of Class: 0.17%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 3,051,500

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 3,051,500

(iv) Shared power to dispose or to direct the disposition of: -0-

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

As of December 31, 2006, MUFG beneficially owns 135,921,200 shares indirectly through its subsidiaries as follows: BTMU holds 61,144,400 shares; MUTB holds 64,795,600 shares; MUS holds 1,663,100 shares; MUAM holds 5,266,600 shares (including 21,400 shares indirectly held through MUAM's subsidiary, MUAMUK); and MUI holds 3,051,500 shares.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not applicable.



Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

ITEM 10

CERTIFICATION

By signing below the filers certify that, to the extent of their best knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 15 of 22

-----  
CUSIP NO. 438128308  
-----

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MITSUBISHI UFJ FINANCIAL GROUP, INC.

By: /s/ Takami Onodera

-----  
Name: Takami Onodera

Title: General Manager, Credit &  
Investment Management Division

Page 16 of 22

-----  
CUSIP NO. 438128308  
-----

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

Date: January 31, 2007

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.

By: /s/ Takami Onodera

-----  
Name: Takami Onodera

Title: General Manager, Credit Policy  
& Planning Division

Page 17 of 22

-----  
CUSIP NO. 438128308  
-----

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MITSUBISHI UFJ TRUST AND BANKING CORPORATION

By: /s/ Koji Kawakami

-----  
Name: Koji Kawakami

Title: Deputy General Manager of Trust  
Assets Planning Division

Page 18 of 22

-----  
CUSIP NO. 438128308  
-----

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

-----  
SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MITSUBISHI UFJ SECURITIES CO., LTD.

By: /s/ Akio Sashida  
-----

Name: Akio Sashida

Title: Executive Officer & General Manager

Page 19 of 22

-----  
CUSIP NO. 438128308  
-----

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MITSUBISHI UFJ ASSET MANAGEMENT CO., LTD.

By: /s/ Yasushi Inoue  
-----

Name: Yasushi Inoue

Title: General Manager of Risk Management  
Division

Page 20 of 22

-----  
CUSIP NO. 438128308  
-----

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MITSUBISHI UFJ ASSET MANAGEMENT (UK) LTD.

By: /s/ Hiroyuki Mori  
-----

Name: Hiroyuki Mori

Title: Managing Director & CE

Page 21 of 22

-----  
CUSIP NO. 438128308  
-----

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MU INVESTMENTS CO., LTD.

By: /s/ Kenji Fujii  
-----

Name: Kenji Fujii

Title: General Manager of Risk  
Management Dept.

Page 22 of 22