

HONDA MOTOR CO LTD
Form SC 13G/A
February 08, 2011

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 7)*

Honda Motor Co., Ltd.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

438128308
(CUSIP Number)

December 31, 2010
(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

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Financial Group, Inc.

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

5 SOLE VOTING POWER

NUMBER OF 113,253,776

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH -0-

REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 113,253,776

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

113,253,776

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

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

6.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
438128308

1 NAME OF REPORTING PERSON

The Bank of Tokyo–Mitsubishi UFJ, 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

5 SOLE VOTING POWER

NUMBER OF 36,686,700

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

-0-

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 36,686,700

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,686,700

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

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

2.0%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
438128308

1 NAME OF REPORTING PERSON

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

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF SHARES 59,767,900

BENEFICIALLY OWNED BY EACH REPORTING PERSON 6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

59,767,900

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

59,767,900

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

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

3.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
438128308

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Securities Holdings 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

5 SOLE VOTING POWER

NUMBER OF 6,185,731

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 6,185,731

WITH 8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,185,731

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

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

0.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
438128308

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Morgan Stanley 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

5 SOLE VOTING POWER

NUMBER OF 6,185,731

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 6,185,731

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,185,731

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

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

0.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
438128308

1 NAME OF REPORTING PERSON

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

5 SOLE VOTING POWER

NUMBER OF 7,852,700

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 7,852,700

WITH 8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,852,700

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

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

0.4%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
438128308

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Asset Management (UK) 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

London, United Kingdom

5 SOLE VOTING POWER

NUMBER OF 44,400

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH -0-

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 44,400

8 SHARED DISPOSITIVE POWER

-0-