

HONDA MOTOR CO LTD
Form SC 13G/A
February 10, 2010
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Honda Motor Co., Ltd.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

438128308

(CUSIP Number)

December 31, 2009

(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).

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CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

2 Mitsubishi UFJ Financial Group, Inc.
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
BENEFICIALLY

6 117,071,145
SHARED VOTING POWER

OWNED BY
EACH
REPORTING

7 -0-
SOLE DISPOSITIVE POWER

PERSON
WITH

8 117,071,145
SHARED DISPOSITIVE POWER

9 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 117,071,145
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

12 6.5%
TYPE OF REPORTING PERSON (See Instructions)

FI

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CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

2 The Bank of Tokyo–Mitsubishi UFJ, Ltd.
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

6 36,686,700
SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 -0-
SOLE DISPOSITIVE POWER

8 36,686,700
SHARED DISPOSITIVE POWER

9 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 36,686,700
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

12 2.0%
TYPE OF REPORTING PERSON (See Instructions)

FI

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CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

2 Mitsubishi UFJ Trust and Banking Corporation
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

6 63,834,500
SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 -0-
SOLE DISPOSITIVE POWER

8 63,834,500
SHARED DISPOSITIVE POWER

9 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 63,834,500
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

12 3.5%
TYPE OF REPORTING PERSON (See Instructions)

FI

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CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

2 Mitsubishi UFJ Securities Co., Ltd.
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

6 5,122,485
SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 -0-
SOLE DISPOSITIVE POWER

8 5,122,485
SHARED DISPOSITIVE POWER

9 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,122,485
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

12 0.3%
TYPE OF REPORTING PERSON (See Instructions)

FI

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CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

2 Mitsubishi UFJ Asset Management Co., Ltd.
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

6 9,127,600
SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 -0-
SOLE DISPOSITIVE POWER

8 9,127,600
SHARED DISPOSITIVE POWER

9 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 9,127,600
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

12 0.5%
TYPE OF REPORTING PERSON (See Instructions)

FI

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CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

2 Mitsubishi UFJ Asset Management (UK) Ltd.
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

6 685,300
SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 -0-
SOLE DISPOSITIVE POWER

8 685,300
SHARED DISPOSITIVE POWER

9 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 685,300
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

12 0.0%
TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

2 MU Investments Co., Ltd.
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
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 1,912,400
SHARED VOTING POWER

7 -0-
SOLE DISPOSITIVE POWER