

HONDA MOTOR CO LTD
Form SC 13G
August 15, 2005

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. ____)*

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

COMMON STOCK
(Title of Class of Securities)

438128308
(CUSIP Number)

APRIL 2, 2001
(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

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)

Mitsubishi Tokyo 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

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 61,426,626 |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | -0- |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 61,426,626 |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | | -0- |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

61,426,626

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.62%

12 TYPE OF REPORTING PERSON

CO

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CUSIP NO. 438128308

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)

The Bank of Tokyo - Mitsubishi, Ltd.

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

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(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

| | | |
|--------------|------------|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | 30,565,000 | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | -0- | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | 30,565,000 | |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | -0- | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,565,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.29%

12 TYPE OF REPORTING PERSON

CO

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CUSIP NO. 438128308

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)

The Mitsubishi 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

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Tokyo, Japan

| | | |
|--------------|--|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | 28,883,900 | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | -0- | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | 28,883,900 | |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | -0- | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 28,883,900 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | [] | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 3.11% | |
| 12 | TYPE OF REPORTING PERSON | |
| | CO | |

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CUSIP NO. 438128308

| | | |
|-----------|---|-------------------|
| 1 | NAME OF REPORTING PERSON | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only) | |
| | Mitsubishi 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 | |
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | 632,726 | |

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BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 632,726

PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
632,726

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.07%

12 TYPE OF REPORTING PERSON
CO

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CUSIP NO. 438128308

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)

Mitsubishi 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 1,345,000

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

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| | |
|-----------|--|
| REPORTING | 1,345,000 |
| PERSON | 8 SHARED DISPOSITIVE POWER |
| WITH | -0- |
| ----- | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 1,345,000 |
| ----- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| | <input type="checkbox"/> |
| ----- | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| | 0.14% |
| ----- | |
| 12 | TYPE OF REPORTING PERSON |
| | CO |
| ----- | |

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CUSIP NO. 438128308

ITEM 1

- (a) NAME OF ISSUER
Honda Motor Co., Ltd.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
1-1, 2-chome, Minami-Aoyama, Minato-ku
Tokyo, 107-8556, Japan

ITEM 2

- (a) NAME OF PERSONS FILING
Mitsubishi Tokyo Financial Group, Inc. ("MTFG")
The Bank of Tokyo-Mitsubishi, Ltd. ("BTM")
The Mitsubishi Trust and Banking Corporation ("MTB")
Mitsubishi Securities Co., Ltd. ("MS")
Mitsubishi Asset Management Co., Ltd. ("MAM")
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

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MTFG:
26F Marunouchi Building
4-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-6326, Japan

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

MTB:
5-4-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-0005, Japan

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

MAM:
5-4-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-8212, Japan

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CUSIP NO. 438128308

(c) CITIZENSHIP

N/A

(d) TITLE OF CLASS OF SECURITIES

Common Stock

(e) CUSIP NUMBER

438128308

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b),
OR 13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker dealer registered under section 15 of the
Act (15 U.S.C. 780).
- (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 240.13d-1(b)
(1) (ii) (E);
- (f) An employee benefit plan or endowment fund in
accordance with 240.13d-1(b) (1) (ii) (F);

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- (g) A parent holding company or control person in accordance with 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 240.13d

ITEM 4 OWNERSHIP

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

For MTFG

- (a) Amount Beneficially Owned: 61,426,626
- (b) Percent of Class: 6.62%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 61,426,626
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 61,426,626
 - (iv) Shared power to dispose or to direct the disposition of: 0

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 CUSIP NO. 438128308

For BTM

- (a) Amount Beneficially Owned: 30,565,000
- (b) Percent of Class: 3.29%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 30,565,000
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 30,565,000
 - (iv) Shared power to dispose or to direct the disposition of: 0

For MTB

- (a) Amount Beneficially Owned: 28,883,900
- (b) Percent of Class: 3.11%
- (c) Number of shares as to which such person has:

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| | | |
|-------|--|------------|
| (i) | Sole power to vote or to direct the vote: | 28,883,900 |
| (ii) | Shared power to vote or to direct the vote: | 0 |
| (iii) | Sole power to dispose or to direct the disposition of: | 28,883,900 |
| (iv) | Shared power to dispose or to direct the disposition of: | 0 |

For MS

| | | |
|-------|--|---------|
| (a) | Amount Beneficially Owned: | 632,726 |
| (b) | Percent of Class: | 0.07% |
| (c) | Number of shares as to which such person has: | |
| (i) | Sole power to vote or to direct the vote: | 632,726 |
| (ii) | Shared power to vote or to direct the vote: | 0 |
| (iii) | Sole power to dispose or to direct the disposition of: | 632,726 |
| (iv) | Shared power to dispose or to direct the disposition of: | 0 |

For MAM

| | | |
|-------|--|-----------|
| (a) | Amount Beneficially Owned: | 1,345,000 |
| (b) | Percent of Class: | 0.14% |
| (c) | Number of shares as to which such person has: | |
| (i) | Sole power to vote or to direct the vote: | 1,345,000 |
| (ii) | Shared power to vote or to direct the vote: | 0 |
| (iii) | Sole power to dispose or to direct the disposition of: | 1,345,000 |
| (iv) | Shared power to dispose or to direct the disposition of: | 0 |

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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 the filing date, MTFG beneficially owns 61,426,626 shares indirectly through its subsidiaries as follows: BTM holds 30,565,000 shares; MTB holds 28,833,900 shares; MS holds 632,726 shares; MAM holds 1,345,000 shares.

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The shares held by BTM were owned since April 1, 1996, when BTM was established following the merger of Mitsubishi Bank and Bank of Tokyo, and were continued to be held by BTM after MTFG was formed on April 2, 2001 as the holding company of BTM. In addition to the 48,565,000 shares held by BTM, MTFG also became the beneficial owner of the 54,096,000 additional shares held by the other subsidiaries of MTFG. For details, including the historic ownership of shares by MTFG's subsidiaries since 1996, please see the Appendix.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10 CERTIFICATION

Not applicable.

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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: August 3, 2005

MITSUBISHI TOKYO FINANCIAL GROUP, INC.

By: /s/ Junichi Itoh

Name: Junichi Itoh
Title: Executive Officer, General
Manager of Credit & Investment
Management Division

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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: August 3, 2005

THE BANK OF TOKYO-MITSUBISHI, LTD.

By: /s/ Junichi Itoh

Name: Junichi Itoh
Title: Managing Director and General
Manager Credit Policy Office

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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: August 3, 2005

THE MITSUBISHI TRUST AND BANKING
CORPORATION

By: /s/ Koji Kawakami

Name: Koji Kawakami
Title: Deputy General Manager

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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: August 3, 2005

MITSUBISHI SECURITIES CO., LTD.

By: /s/ Masayasu Tsukada

Name: Masayasu Tsukada
Title: General Manager

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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: August 3, 2005

MITSUBISHI ASSET MANAGEMENT CO., LTD.

By: /s/ Ryujiro Yagasaki

Name: Ryujiro Yagasaki
Title: President & CEO

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CUSIP NO. 438128308

NAME OF ISSUER HONDA MOTOR CO., LTD.

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*

DATE

| | | | | | | | |
|------------|------------|------------|---------|---------|---------|---------|-----------|
| 2002/2/15 | 48,565,000 | 51,160,300 | 250,800 | | 143,200 | | |
| 2002/2/19 | 48,565,000 | 51,211,700 | 293,200 | | 143,200 | | 5,000 |
| 2002/2/27 | 48,565,000 | 51,362,100 | 119,900 | | 143,200 | | |
| 2002/2/28 | 48,565,000 | 51,368,600 | 125,500 | | 143,200 | | 5,000 |
| 2002/3/20 | 48,565,000 | 50,994,900 | 184,500 | | 144,600 | | |
| 2002/4/24 | 48,565,000 | 51,250,900 | 139,900 | | 147,300 | | 1,000 |
| 2002/4/26 | 48,565,000 | 51,242,700 | 132,500 | | 147,300 | | |
| 2002/5/8 | 48,565,000 | 51,250,200 | 148,900 | | 148,000 | | 15,000 |
| 2002/5/9 | 48,565,000 | 51,250,200 | 148,400 | | 148,000 | | |
| 2002/5/10 | 48,565,000 | 51,249,700 | 128,200 | | 148,000 | | 15,000 |
| 2002/7/9 | 47,066,300 | 50,388,000 | 143,500 | | 278,600 | | |
| 2002/7/23 | 47,066,300 | 50,180,700 | 110,900 | | 308,200 | | 2,000 |
| 2002/7/24 | 47,066,300 | 50,159,600 | 110,000 | | 308,200 | | |
| 2002/9/20 | 47,066,300 | 50,028,600 | 0 | 63,874 | 292,000 | | |
| 2003/4/30 | 44,834,300 | 41,900,400 | | 432,219 | 181,200 | | |
| 2003/10/31 | 40,288,900 | 35,873,600 | | 187,678 | 242,000 | | |
| 2004/4/30 | 34,578,300 | 29,958,000 | | 299,688 | 149,100 | 862,000 | |
| 2004/10/31 | 30,565,000 | 28,692,200 | | 401,298 | 0 | 0 | 1,045,800 |

CURRENT POSITION

| | | | | | | | |
|------------|------------|------------|--|---------|--|--|-----------|
| 2005/08/03 | 30,565,000 | 28,883,900 | | 632,726 | | | 1,345,000 |
|------------|------------|------------|--|---------|--|--|-----------|

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(Note)

(*) Abbreviation of MTFG subsidiaries

BTM= The Bank of Tokyo-Mitsubishi, MTB = The Mitsubishi Trust and Banking Corporation, TMS=Tokyo Mitsubishi Securities, MS = Mitsubishi Securities, NTB=Nippon Trust Bank, MTBAM=Mitsubishi Trust Asset Management, TMAM=Tokyo Mitsubishi Asset Management, MAM=Mitsubishi Asset Management, TMI=Tokyo Mitsubishi International (now renamed as Mitsubishi Securities International).

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Please note that following the merger with UFJ, BTM will be renamed The Bank of Tokyo-Mitsubishi UFJ, Ltd. MTB will be renamed Mitsubishi UFJ Trust and Banking Corporation. NTB was merged into MTB in 2001. MS will be renamed Mitsubishi UFJ Securities Co., Ltd. MTBAM and TMAM merged in 2004.and it is now renamed as MAM.

(**) MTFG was formed on April 2, 2001.

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