

HONDA MOTOR CO LTD  
Form SC 13G/A  
February 12, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 11)\***

**Honda Motor Co., Ltd.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**438128308**

(CUSIP Number)

**December 31, 2014**

(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

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

**5** SOLE VOTING POWER

NUMBER OF

SHARES 124,481,407

**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 124,481,407

**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

124,481,407

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

..

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

6.9%

**12** TYPE OF REPORTING PERSON

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

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

**5** SOLE VOTING POWER

NUMBER OF

SHARES

36,848,300  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

36,848,300  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

36,848,300

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

..

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

2.0%

**12** TYPE OF REPORTING PERSON

FI

CUSIP NO. 438128308

**1** NAME OF REPORTING PERSON

kabu.com Securities Co., Ltd.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

**5** SOLE VOTING POWER

NUMBER OF

SHARES

161,600  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

161,600  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

161,600

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

..

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

0.0%

**12** TYPE OF REPORTING PERSON

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

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

**5** SOLE VOTING POWER

NUMBER OF

SHARES

70,183,300  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

70,183,300  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

70,183,300

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



..

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

3.9%

**12** TYPE OF REPORTING PERSON

FI

CUSIP NO. 438128308

**1** NAME OF REPORTING PERSON

MU Investments Co., Ltd.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

**5** SOLE VOTING POWER

NUMBER OF

SHARES

1,389,100  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

1,389,100  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

1,389,100

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

..

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

0.1%

**12** TYPE OF REPORTING PERSON

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

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

**5** SOLE VOTING POWER

NUMBER OF

SHARES

6,865,200  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

6,865,200  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

6,865,200

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

..

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

0.4%

**12** TYPE OF REPORTING PERSON

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

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

**5** SOLE VOTING POWER

NUMBER OF

SHARES

17,449,807  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

17,449,807  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

17,449,807

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

..

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

1.0%

**12** TYPE OF REPORTING PERSON

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

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

**5** SOLE VOTING POWER

NUMBER OF

SHARES

17,204,107  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

17,204,107  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

17,204,107

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



..

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

1.0%

**12** TYPE OF REPORTING PERSON

FI

CUSIP NO. 438128308

**1** NAME OF REPORTING PERSON

KOKUSAI Asset Management Co., Ltd.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

**5** SOLE VOTING POWER

NUMBER OF

SHARES

231,700  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

231,700  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

231,700

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

..

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

0.0%

**12** TYPE OF REPORTING PERSON

FI

CUSIP NO. 438128308

**1** NAME OF REPORTING PERSON

Mitsubishi UFJ Securities International plc

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

London, United Kingdom

**5** SOLE VOTING POWER

NUMBER OF

SHARES 14,000

**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

-0-  
**7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 14,000

**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

14,000

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

..

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

0.0%

**12** TYPE OF REPORTING PERSON

FI

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 )

kabu.com Securities Co., Ltd. ( KC )

Mitsubishi UFJ Trust and Banking Corporation ( MUTB )

MU Investments Co., Ltd. ( MUI )

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

Mitsubishi UFJ Securities Holdings Co., Ltd. ( MUSHD )

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. ( MUMSS )

KOKUSAI Asset Management Co., Ltd. ( KAM )

Mitsubishi UFJ Securities International plc ( MUSI )

**(b) Address of Principal Business Office or, if none, Residence**

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

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

KC:

3-2 Otemachi 1-chome, Chiyoda-ku  
Tokyo 100-0004, Japan

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

MUI:  
3-11 Kandasurugadai 2-chome, Chiyoda-ku  
Tokyo 101-0062, Japan

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

MUSHD:  
5-2, Marunouchi 2-chome, Chiyoda-ku  
Tokyo 100-0005, Japan

MUMSS:  
5-2, Marunouchi 2-chome, Chiyoda-ku  
Tokyo 100-0005, Japan

KAM:  
1-1 Marunouchi 3-chome, Chiyoda-ku  
Tokyo 100-0005, Japan

MUSI:  
Ropemaker Place, 25 Ropemaker Street, London, EC2Y 9AJ,  
United Kingdom

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 §§ 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 defined 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);
- (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Parent holding company



CUSIP NO. 438128308

- 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 defined 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);
  - (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
  - (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Bank

- KC:
- (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 defined 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);
  - (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer

CUSIP NO. 438128308

- 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 defined 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);
- (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Bank

- 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 defined 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);
- (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Investment adviser

CUSIP NO. 438128308

- 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 defined 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);
- (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Investment adviser

- MUSHD: (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 defined 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);
- (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer

CUSIP NO. 438128308

- MUMSS:
- (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 defined 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);
  - (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
  - (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer

- KAM:
- (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 defined 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);
  - (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Investment adviser



CUSIP NO. 438128308

- MUSI: (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 defined 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);
- (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)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer, Bank

CUSIP NO. 438128308

**ITEM 4**                    **Ownership**

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:	124,481,407
(b) Percent of class:	6.91%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	124,481,407
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	124,481,407
(iv) Shared power to dispose or to direct the disposition of:	-0-

For BTMU

(a) Amount beneficially owned:	36,848,300
(b) Percent of class:	2.04%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	36,848,300
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	36,848,300
(iv) Shared power to dispose or to direct the disposition of:	-0-

For KC

(a) Amount beneficially owned:	161,600
(b) Percent of class:	0.01%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	161,600

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

(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	161,600
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUTB

(a) Amount beneficially owned:	70,183,300
(b) Percent of class:	3.89%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	70,183,300
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	70,183,300
(iv) Shared power to dispose or to direct the disposition of:	-0-

CUSIP NO. 438128308

## For MUI

(a) Amount beneficially owned:	1,389,100
(b) Percent of class:	0.08%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	1,389,100
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	1,389,100
(iv) Shared power to dispose or to direct the disposition of:	-0-

## For MUAM

(a) Amount beneficially owned:	6,865,200
(b) Percent of class:	0.38%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	6,865,200
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	6,865,200
(iv) Shared power to dispose or to direct the disposition of:	-0-

## For MUSHD

(a) Amount beneficially owned:	17,449,807
(b) Percent of class:	0.97%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	17,449,807
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	17,449,807
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUMSS

(a) Amount beneficially owned:	17,204,107
(b) Percent of class:	0.95%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	17,204,107
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	17,204,107
(iv) Shared power to dispose or to direct the disposition of:	-0-

For KAM

(a) Amount beneficially owned:	231,700
(b) Percent of class:	0.01%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	231,700
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	231,700
(iv) Shared power to dispose or to direct the disposition of:	-0-

CUSIP NO. 438128308

For MUSI

(a) Amount beneficially owned:	14,000
(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:	14,000
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	14,000
(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 or Control Person**

As of December 31, 2014, MUFG beneficially owns 124,481,407 shares of the issuer indirectly through its subsidiaries as follows: BTMU holds 36,848,300 shares (indirectly through a subsidiary, KC); MUTB holds 70,183,300 shares (indirectly through a subsidiary, MUI) (indirectly through a subsidiary, MUAM); MUSHD holds 17,449,807 shares (indirectly through a subsidiary, MUMSS) (indirectly through a subsidiary, KAM); an (indirectly through a subsidiary, MUSI).

**ITEM 8 Identification and Classification of Members of the Group**

Not applicable.

**ITEM 9 Notice of Dissolution of Group**

Not applicable.

**ITEM 10 Certifications**

By signing below the filers certify that, to the best of their knowledge and belief, (i) 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, and (ii) the foreign regulatory schemes applicable to parent holding companies, banks, broker-dealers and investment advisers, respectively, are substantially comparable to the regulatory schemes applicable to the functionally equivalent U.S. institutions. The filers also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

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.

February 12, 2015

Mitsubishi UFJ Financial Group, Inc.

By: /s/ Kazutomo Kishi

Name: Kazutomo Kishi

Title: Senior Manager, Credit & Investment Management  
Division



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.

February 12, 2015

The Bank of Tokyo-Mitsubishi UFJ, Ltd.

By: /s/ Kazutomo Kishi

Name: Kazutomo Kishi

Title: Chief Manager, Credit & Investment Management  
Division

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.

February 12, 2015

kabu.com Securities Co., Ltd.

By: /s/ Takeshi Amemiya

Name: Takeshi Amemiya

Title: General Manager of Corporate Administration

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.

February 12, 2015

Mitsubishi UFJ Trust and Banking Corporation

By: /s/ Sunao Yokokawa

Name: Sunao Yokokawa

Title: General Manager of Trust Assets Planning Division

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.

February 12, 2015

MU Investments Co., Ltd.

By: /s/ Yoshihiro Asada

Name: Yoshihiro Asada

Title: Executive Officer

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.

February 12, 2015

Mitsubishi UFJ Asset Management Co., Ltd.

By: /s/ Makoto Kiura

Name: Makoto Kiura

Title: General Manager of Risk Management Division

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.

February 12, 2015

Mitsubishi UFJ Securities Holdings Co., Ltd.

By: /s/ Kazuo Ozaki

Name: Kazuo Ozaki

Title: Deputy General Manager of Corporate Planning  
Division

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.

February 12, 2015

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

By: /s/ Kazuo Ozaki

Name: Kazuo Ozaki

Title: Deputy General Manager of Corporate Planning  
Division

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.

February 12, 2015

KOKUSAI Asset Management Co., Ltd.

By: /s/ Takeshi Dohi

Name: Takeshi Dohi

Title: General Manager, Investment Management  
Planning Dept.



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.

February 12, 2015

Mitsubishi UFJ Securities International plc

By: /s/ Nobuyuki Uchida

Name: Nobuyuki Uchida

Title: Resident Executive Officer