

PANASONIC Corp  
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. 2)\***

**Panasonic Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**69832A205**

(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).

CUSIP NO. 69832A205

**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** 118,047,183  
SHARED VOTING POWER

OWNED BY  
EACH  
REPORTING

**7** -0-  
SOLE DISPOSITIVE POWER

PERSON  
WITH

**8** 118,047,183  
SHARED DISPOSITIVE POWER

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

**10** 118,047,183  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

**12** 5.7%  
TYPE OF REPORTING PERSON (See Instructions)

FI

Edgar Filing: PANASONIC Corp - Form SC 13G/A

CUSIP NO. 69832A205

**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** 13,947,498  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 13,947,498  
SHARED DISPOSITIVE POWER

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

**10** 13,947,498  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

**12** 0.7%  
TYPE OF REPORTING PERSON (See Instructions)

FI

Edgar Filing: PANASONIC Corp - Form SC 13G/A

CUSIP NO. 69832A205

**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** 89,166,400  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 89,166,400  
SHARED DISPOSITIVE POWER

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

**10** 89,166,400  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

**12** 4.3%  
TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP NO. 69832A205

**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** 4,084,979  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 4,084,979  
SHARED DISPOSITIVE POWER

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

**10** 4,084,979  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)



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

**12** 0.2%  
TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP NO. 69832A205

**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** 7,608,200  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 7,608,200  
SHARED DISPOSITIVE POWER

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

**10** 7,608,200  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

**12** 0.4%  
TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP NO. 69832A205

**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** 251,400  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 251,400  
SHARED DISPOSITIVE POWER

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

**10** 251,400  
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. 69832A205

**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

**6** 2,360,000  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 2,360,000  
SHARED DISPOSITIVE POWER

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

**10** 2,360,000  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

**12** 0.1%  
TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP NO. 69832A205

**1** NAME OF REPORTING PERSON

**2** kabu.com 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** 642,001  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 642,001  
SHARED DISPOSITIVE POWER

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

**10** 642,001  
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. 69832A205

**1** NAME OF REPORTING PERSON

**2** KOKUSAI 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** 236,400  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 236,400  
SHARED DISPOSITIVE POWER

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

**10** 236,400  
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. 69832A205

**1** NAME OF REPORTING PERSON

**2** HighMark Capital Management, 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

California, United States

**5** SOLE VOTING POWER

**6** 1,600  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 1,600  
SHARED DISPOSITIVE POWER

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

**10** 1,600  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

**12** 0.0%  
TYPE OF REPORTING PERSON (See Instructions)

IA

Page 11 of 35

---

CUSIP NO. 69832A205

**1** NAME OF REPORTING PERSON

**2** Mitsubishi UFJ NICOS 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** 105  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**7** -0-  
SOLE DISPOSITIVE POWER

**8** 105  
SHARED DISPOSITIVE POWER

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

**10** 105  
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. 69832A205

**ITEM 1**

**(a) Name of Issuer**

Panasonic Corporation

**(b) Address of Issuer's Principal Executive Offices**

1006 Oaza Kadoma, Kadoma, Osaka 571-8501, 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")

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

KOKUSAI Asset Management Co., Ltd. ("KAM")

HighMark Capital Management, Inc. ("HCM")

Mitsubishi UFJ NICOS Co., Ltd. ("NICOS")

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

MUFG:

7-1 Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-8330, Japan

BTMU:



Edgar Filing: PANASONIC Corp - Form SC 13G/A

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 100-6334, Japan

MUAM:

Page 13 of 35

---

CUSIP NO. 69832A205

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

KC:

3-2 Otemachi 1-chome, Chiyoda-ku

Tokyo 100-0004, Japan

KAM:

1-1 Marunouchi 3-chome, Chiyoda-ku

Tokyo 100-0005, Japan

HCM:

350 California Street, San Francisco

California 94104, USA

NICOS:

14-1 Sotokanda 4-chome, Chiyoda-ku

Tokyo 101-8960, Japan

**(c)      Citizenship**

Not applicable.

**(d)      Title of Class of Securities**

Common Stock

(e) **CUSIP Number**

69832A205

**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);

Edgar Filing: PANASONIC Corp - Form SC 13G/A

CUSIP NO. 69832A205

- (f) o An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) x A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) o 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

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

- MUTB:
- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
  - (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

Edgar Filing: PANASONIC Corp - Form SC 13G/A

CUSIP NO. 69832A205

- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) x A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) o 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

- MUS:
- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
  - (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e) o An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
  - (f) o An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
  - (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) o 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) x A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
  - (k) o 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

- MUAM:
- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

CUSIP NO. 69832A205

- (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

- 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 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).

Edgar Filing: PANASONIC Corp - Form SC 13G/A

CUSIP NO. 69832A205

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

- 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

- 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);

Edgar Filing: PANASONIC Corp - Form SC 13G/A

CUSIP NO. 69832A205

- (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

- HCM:
- (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);



Edgar Filing: PANASONIC Corp - Form SC 13G/A

CUSIP NO. 69832A205

- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) o 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: Not applicable

NICOS: NICOS is a subsidiary of MUFG, which is a parent holding company in accordance with § 240.13d-1(b)(1)(ii)(G), and holds less than 1% of the total outstanding securities of the issuer.

**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:	118,047,183
(b)	Percent of class:	5.70%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	118,047,183
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	118,047,183
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For BTMU

(a)	Amount beneficially owned:	13,947,498
(b)	Percent of class:	0.67%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	13,947,498
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	13,947,498
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUTB

(a)	Amount beneficially owned:	89,166,400
(b)	Percent of class:	4.31%



Edgar Filing: PANASONIC Corp - Form SC 13G/A

CUSIP NO. 69832A205

(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	89,166,400
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	89,166,400
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUS

(a)	Amount beneficially owned:	4,084,979
(b)	Percent of class:	0.20%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	4,084,979
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	4,084,979
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUAM

(a)	Amount beneficially owned:	7,608,200
(b)	Percent of class:	0.37%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	7,608,200
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	7,608,200
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUAMUK

(a)	Amount beneficially owned:	251,400
(b)	Percent of class:	0.01%

Edgar Filing: PANASONIC Corp - Form SC 13G/A

(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	251,400
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	251,400
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUI

(a)	Amount beneficially owned:	2,360,000
(b)	Percent of class:	0.11%

Page 21 of 35

---

Edgar Filing: PANASONIC Corp - Form SC 13G/A

CUSIP NO. 69832A205

(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	2,360,000
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	2,360,000
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For KC

(a)	Amount beneficially owned:	642,001
(b)	Percent of class:	0.03%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	642,001
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	642,001
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For KAM

(a)	Amount beneficially owned:	236,400
(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:	236,400
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	236,400
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For HCM

(a)	Amount beneficially owned:	1,600
(b)	Percent of class:	0.00%

Edgar Filing: PANASONIC Corp - Form SC 13G/A

(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	1,600
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	1,600
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For NICOS

(a)	Amount beneficially owned:	105
(b)	Percent of class:	0.00%

Page 22 of 35

---

CUSIP NO. 69832A205

(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	105
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	105
	(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, 2009, MUFG beneficially owns 118,047,183 shares of the issuer indirectly through its subsidiaries as follows: BTMU holds 13,947,498 shares; MUTB holds 89,166,400 shares; MUS holds 4,084,979 shares; MUAM holds 7,608,200 shares (including 251,400 shares indirectly held through MUAM's subsidiary, MUAMUK); MUI holds 2,360,000 shares; KC holds 642,001 shares; KAM holds 236,400 shares; HCM holds 1,600 shares; and NICOS holds 105 shares.

**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 MUFG, BTMU, MUTB, MUS, MUAM, MUAMUK, MUI, KC and KAM 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. These filers also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

By signing below HCM certifies that, to the best of its 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

CUSIP NO. 69832A205

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.

By signing below NICOS certifies that, to the best of its 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. NICOS also undertakes to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

Page 24 of 35

---



CUSIP NO. 69832A205

**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: February 10, 2010

MITSUBISHI UFJ FINANCIAL GROUP, INC.

By: /s/ Takami Onodera

Name: Takami Onodera

Title: General Manager, Credit & Investment Management Division

Page 25 of 35

---

CUSIP NO. 69832A205

**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: February 10, 2010

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.

By: /s/ Takami Onodera

Name: Takami Onodera

Title: General Manager, Credit Policy & Planning Division

Page 26 of 35

---

CUSIP NO. 69832A205

**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: February 10, 2010

MITSUBISHI UFJ TRUST AND BANKING CORPORATION

By: /s/ Koji Kawakami

Name: Koji Kawakami

Title: Deputy General Manager of Trust Assets Planning Division

Page 27 of 35

---

CUSIP NO. 69832A205

**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: February 10, 2010

MITSUBISHI UFJ SECURITIES CO., LTD.

By: /s/ Hirofumi Noda

Name: Hirofumi Noda

Title: General Manager, Corporate Planning Division

Page 28 of 35

---

CUSIP NO. 69832A205

**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: February 10, 2010

mitsubishi ufj asset management co., ltd.

By: /s/ Katsutoshi Edamura

Name: Katsutoshi Edamura

Title: General Manager of Risk Management Division

Page 29 of 35

---

CUSIP NO. 69832A205

**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: February 10, 2010

MITSUBISHI UFJ ASSET MANAGEMENT (UK) LTD.

By: /s/ Shojiro Ueda

Name: Shojiro Ueda

Title: Managing Director & CE

Page 30 of 35

---

CUSIP NO. 69832A205

**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: February 10, 2010

MU INVESTMENTS CO., LTD.

By: /s/ Nishichi Omori

Name: Nishichi Omori

Title: Director

Page 31 of 35

---

CUSIP NO. 69832A205

**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: February 10, 2010

KABU.COM SECURITIES CO., LTD.

By: /s/ Takeshi Amemiya

Name: Takeshi Amemiya

Title: General Manager of Corporate Administration

Page 32 of 35

---



CUSIP NO. 69832A205

**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: February 10, 2010

KOKUSAI ASSET MANAGEMENT CO., LTD.

By: /s/ Takeshi Dohi

Name: Takeshi Dohi

Title: General Manager, Investment Management Planning Dept.

Page 33 of 35

---

CUSIP NO. 69832A205

**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: February 10, 2010

HIGHMARK CAPITAL MANAGEMENT, INC.

By: /s/ Earle A. Malm II

Name: Earle A. Malm II

Title: Chairman, President and CEO

Page 34 of 35

---

CUSIP NO. 69832A205

**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: February 10, 2010

MITSUBISHI UFJ NICOS CO., LTD.

By: /s/ Tomoo Sawada

Name: Tomoo Sawada

Title: General Manager, General Administration Dept.

Page 35 of 35