

HONDA MOTOR CO LTD  
Form SC 13G/A  
February 04, 2016

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

**Under the Securities Exchange Act of 1934**

**(Amendment No. 12)\***

**Honda Motor Co., Ltd.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**438128308**

(CUSIP Number)

**December 31, 2015**

(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 **6** 115,162,071  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH **7** -0-  
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 115,162,071  
SHARED DISPOSITIVE POWER

WITH

-0-

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

115,162,071

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

..

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

6.4%

**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

36,686,801

**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

**7** SOLE DISPOSITIVE POWER

REPORTING

PERSON

36,686,801

**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

36,686,801

**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

3

CUSIP NO. 438128308

**1** NAME OF REPORTING PERSON

Highmark Capital Management, Inc.

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

(a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

California, United States

**5** SOLE VOTING POWER

NUMBER OF

SHARES **6** 101  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH **7** -0-  
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 101  
SHARED DISPOSITIVE POWER

WITH

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

**10** 101  
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

IA

4

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

70,362,300

**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

**7** SOLE DISPOSITIVE POWER

REPORTING

PERSON

70,362,300

**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

70,362,300

**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

5

CUSIP NO. 438128308

**1** NAME OF REPORTING PERSON

Mitsubishi UFJ 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

9,087,500  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

9,087,500  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

9,087,500

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

..

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

0.5%

**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

1,012,900  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

1,012,900  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

1,012,900

**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 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 **6** 8,112,970  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH **7** -0-  
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 8,112,970  
SHARED DISPOSITIVE POWER

WITH

-0-

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

8,112,970

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

..

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

0.5%

**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

8,024,870  
**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-  
**7** SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

8,024,870  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

8,024,870

**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

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 **6** 88,100  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH **7** -0-  
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 88,100  
SHARED DISPOSITIVE POWER

WITH

-0-

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

88,100

**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 )

Highmark Capital Management, Inc. ( HCM )

Mitsubishi UFJ Trust and Banking Corporation ( MUTB )

Mitsubishi UFJ Kokusai Asset Management Co., Ltd. ( MUKAM )

MU Investments Co., Ltd. ( MUI )

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

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

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

**(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

HCM:

350 California Street, San Francisco,  
California 94104, USA

MUTB:

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

**MUKAM:**  
12-1 Yurakucho 1-chome, Chiyoda-ku  
Tokyo 100-0006, Japan

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

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

**(c) Citizenship**

Not applicable.

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

Common Stock

**(e) CUSIP Number**

438128308

CUSIP NO. 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

- 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);
  - (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: Not applicable



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

- MUKAM: (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)  ]

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

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

- 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

- 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

- 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

**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:	115,162,071
(b) Percent of class:	6.39%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	115,162,071
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	115,162,071
(iv) Shared power to dispose or to direct the disposition of:	-0-

For BTMU

(a) Amount beneficially owned:	36,686,801
(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:	36,686,801
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	36,686,801
(iv) Shared power to dispose or to direct the disposition of:	-0-

For HCM

(a) Amount beneficially owned:	101
(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:	101

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:	101
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUTB

(a) Amount beneficially owned:	70,362,300
(b) Percent of class:	3.90%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	70,362,300
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	70,362,300
(iv) Shared power to dispose or to direct the disposition of:	-0-



CUSIP NO. 438128308

## For MUKAM

(a) Amount beneficially owned:	9,087,500
(b) Percent of class:	0.50%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	9,087,500
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	9,087,500
(iv) Shared power to dispose or to direct the disposition of:	-0-

## For MUI

(a) Amount beneficially owned:	1,012,900
(b) Percent of class:	0.06%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	1,012,900
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	1,012,900
(iv) Shared power to dispose or to direct the disposition of:	-0-

## For MUSHD

(a) Amount beneficially owned:	8,112,970
(b) Percent of class:	0.45%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	8,112,970
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	8,112,970
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUMSS

(a) Amount beneficially owned:	8,024,870
(b) Percent of class:	0.45%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	8,024,870
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	8,024,870
(iv) Shared power to dispose or to direct the disposition of:	-0-

For KC

(a) Amount beneficially owned:	88,100
(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:	88,100
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	88,100
(iv) Shared power to dispose or to direct the disposition of:	-0-

CUSIP NO. 438128308

**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, 2015, MUFG beneficially owns 115,162,071 shares of the issuer indirectly through its subsidiaries as follows: BTMU holds 36,686,801 shares (indirectly through a subsidiary, HCM); MUTB holds 70,362,300 shares (indirectly through a subsidiary, MUKAM) (indirectly through a subsidiary, MUI); MUSHD holds 8,112,970 shares (indirectly through a subsidiary, MUMSS); an (indirectly through a subsidiary, KC).

**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 4, 2016

Mitsubishi UFJ Financial Group, Inc.

By: /s/ Kazutomo Kishi

Name: Kazutomo Kishi

Title: Chief Manager, Credit Policy & 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 4, 2016

The Bank of Tokyo-Mitsubishi UFJ, Ltd.

By: /s/ Kazutomo Kishi

Name: Kazutomo Kishi

Title: Chief Manager, Credit Policy & 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 4, 2016

Highmark Capital Management, Inc.

By: /s/ David B. Wines

Name: David B. Wines

Title: President and CEO

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 4, 2016

Mitsubishi UFJ Trust and Banking Corporation

By: /s/ Sunao Yokokawa

Name: Sunao Yokokawa

Title: Managing Executive Officer and General Manager,

Trust Assets Planning Division

24

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 4, 2016

Mitsubishi UFJ Kokusai Asset Management Co., Ltd.

By: /s/ Hidemichi Kanesawa

Name: Hidemichi Kanesawa

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 4, 2016

MU Investments Co., Ltd.

By: /s/Yasuhiko Haraguchi

Name: Yasuhiko Haraguchi

Title: Director

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 4, 2016

Mitsubishi UFJ Securities Holdings Co.,Ltd.

By: /s/ Mitsugu Enjoji

Name: Mitsugu Enjoji

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 4, 2016

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

By: /s/ Mitsugu Enjyoji

Name: Mitsugu Enjyoji

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 4, 2016

kabu.com Securities Co., Ltd.

By: /s/ Takeshi Amemiya

Name: Takeshi Amemiya

Title: General Manager of Corporate Administration