

HONDA MOTOR CO LTD  
Form SC 13G/A  
February 14, 2017

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

**Under the Securities Exchange Act of 1934**

**(Amendment No. 13)\***

**Honda Motor Co., Ltd.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**438128308**

(CUSIP Number)

**December 31, 2016**

(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

119,215,504

**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

**7** SOLE DISPOSITIVE POWER

REPORTING

PERSON

119,215,504

**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

119,215,504

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

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

6.6%

**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 101  
**6** SHARED VOTING POWER

BENEFICIALLY

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

REPORTING

PERSON 101  
**8** SHARED DISPOSITIVE POWER

WITH

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

101  
**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

IA

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 **6** 77,816,000  
SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **7** -0-  
SOLE DISPOSITIVE POWER

**8** 77,816,000  
SHARED DISPOSITIVE POWER

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

**10** 77,816,000  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES



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

4.3%

**12** TYPE OF REPORTING PERSON

FI

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

11,468,400

**6** SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

-0-

**7** SOLE DISPOSITIVE POWER

WITH

11,468,400

**8** SHARED DISPOSITIVE POWER

-0-

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

11,468,400

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

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

0.6%

**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 369,000  
**6** SHARED VOTING POWER

BENEFICIALLY

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

REPORTING

PERSON 369,000  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

369,000

**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

7

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

4,712,703

**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

**7** SOLE DISPOSITIVE POWER

REPORTING

PERSON

4,712,703

**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

4,712,703

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

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

0.3%

**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

4,579,183

**6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

**7** SOLE DISPOSITIVE POWER

REPORTING

PERSON

4,579,183

**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

4,579,183

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



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

0.3%

**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 133,520  
**6** SHARED VOTING POWER

BENEFICIALLY

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

REPORTING

PERSON 133,520  
**8** SHARED DISPOSITIVE POWER

WITH

-0-

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

133,520

**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

CUSIP NO. 438128308

(c) **Citizenship**