

MITSUI & CO LTD  
Form SC 13G/A  
February 08, 2011

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

Mitsui & Co., Ltd.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

606827202  
(CUSIP Number)

December 31, 2010  
(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).

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CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Financial Group, Inc.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 135,500,056

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY

EACH -0-

REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON

WITH 135,500,056

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

135,500,056

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

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

7.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI



CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

The Bank of Tokyo–Mitsubishi UFJ, Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 18,225,000

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH -0-

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 18,225,000

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,225,000

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

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

1.0%

12 TYPE OF REPORTING PERSON (See Instructions)

FI



CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Trust and Banking Corporation

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 98,655,800

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 98,655,800

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

98,655,800

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

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

5.4%

12 TYPE OF REPORTING PERSON (See Instructions)

FI



CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Securities Holdings Co., Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 5,899,656

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

-0-

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 5,899,656

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,899,656

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

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

0.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI



CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 5,899,656

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

-0-

REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 5,899,656

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,899,656

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

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

0.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI



CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Asset Management Co., Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 9,487,100

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH

-0-

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 9,487,100

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,487,100

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

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

0.5%

12 TYPE OF REPORTING PERSON (See Instructions)

FI



CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Asset Management (UK) Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

London, United Kingdom

5 SOLE VOTING POWER

NUMBER OF 61,800

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH -0-

REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 61,800

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

61,800

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

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

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

MU Investments Co., Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 638,400

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 638,400

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

638,400

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

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

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

kabu.com Securities Co., Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 455,500

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH -0-

REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 455,500

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

455,500

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

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

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

FI



CUSIP No.  
606827202

1 NAME OF REPORTING PERSON

KOKUSAI Asset Management Co., Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 138,600

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 138,600

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

138,600

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

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

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.  
606827202

ITEM 1

(a) Name of Issuer

Mitsui & Co., Ltd.

(b) Address of Issuer's Principal Executive Offices

2-1 Ohtemachi 1-chome, Chiyoda-ku, Tokyo 100-0004, 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 Holdings Co., Ltd. ("MUSHD")

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

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")

(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

MUTB:

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

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

CUSIP No.  
606827202

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

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

MUAMUK:  
Ropemaker Place,25 Ropemaker Street  
London EC2M 7BT, United Kingdom  
(prior to January 24, 2011,  
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

(c) Citizenship

Not applicable.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

606827202

ITEM 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:  
3

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);

CUSIP No.  
606827202

- |     |                          |   |
|-----|--------------------------|---|
| (g) | <input type="checkbox"/> | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);   |
| (h) | <input type="checkbox"/> | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);   |
| (i) | <input type="checkbox"/> | 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) | <input type="checkbox"/> | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);   |
| (k) | <input type="checkbox"/> | 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)