

HONDA MOTOR CO LTD  
Form F-6 POS  
June 28, 2006

333-114874

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO FORM F-6  
REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

For American Depositary Shares Evidenced by American Depositary Receipts

**HONDA MOTOR CO., LTD.**

**(Honda Giken Kogyo Kabushiki Kaisha)**

(Exact name of Issuer of deposited securities as specified in its charter)

Japan

(Jurisdiction of Incorporation or organization of Issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depositary as specified in its charter)

4 New York Plaza

New York, New York 10004

Tel. No.: (212) 623-0636

(Address, including zip code, and telephone number of depositary's principal offices)

Tetsuo Oshima

Honda North America, Inc.

540 Madison Avenue, 32<sup>nd</sup> Floor

New York, New York 10022

(212) 355-9191

(Address, including zip code, and telephone number of agent for service)

*Copy to:*

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP

570 Lexington Avenue, 44<sup>th</sup> Floor

New York, New York 10022

**It is proposed that this filing become effective under Rule 466**

**x immediately upon filing o on (date) at (time)**

If a separate registration statement has been filed to register the deposited shares, check the following box. o

CALCULATION OF REGISTRATION FEE				
Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
American Depositary Shares evidenced by American Depositary				

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Receipts, each American Depositary Share representing one share of Common Stock of Honda Motor Co. Ltd.	n/a	n/a	n/a	n/a
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(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of such Receipts evidencing such American Depositary Shares.

**Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-14228. This Registration Statement constitutes Post-Effective Amendment No. 2 to Registration Statement No. 333-14228.**

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

The Prospectus consists of the form of American Depositary Receipt ("Receipt" or "ADR") filed as Exhibit (a) to this Registration Statement.

PART I  
INFORMATION REQUIRED IN PROSPECTUS  
CROSS REFERENCE SHEET

1	Name of depositary and address of its principal executive office	Face of Receipt; introductory paragraph and bottom
2	Title of American Depositary Receipts and identity of deposited securities	Face of Receipt, top and introductory paragraph
	Terms of Deposit:	
(i)	The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, introductory paragraph
(ii)	The procedure for voting, if any, the deposited securities	Reverse of Receipt, paragraphs 14, 15 and 24
(iii)	The collection and distribution of dividends	Face of Receipt, paragraph 7; Reverse of Receipt, paragraph 12
(iv)	The transmission of notices, reports and proxy solicitation material	Reverse of Receipt, paragraphs 15 and 17
(v)	The sale or exercise of rights	Face of Receipt, paragraph 7; Reverse of Receipt, paragraph 13
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt, paragraph 7; Reverse of Receipt, paragraphs 12, 13, and 16

Item Number and Caption	Location in Form of Receipt Filed <u>Herewith as Prospectus</u>
(vii) Amendment, extension or termination of the deposit agreement	Face of Receipt, paragraph 9; Reverse of Receipt, paragraph 21
(viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the lists of holders of Receipts	Reverse of Receipt, paragraph 17
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt, paragraphs 3, 4, 5, 6 and 7
(x) Limitation upon the liability of the Depositary and/or the Company	Reverse of Receipt, paragraphs 18 and 19
3 Description of all fees and charges which may be imposed directly or indirectly against the holders of Receipts	Face of Receipt, paragraph 10

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of Receipt Filed <u>Herewith as Prospectus</u>
2(b) Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission	Reverse of Receipt, paragraph (23)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Amendment to Deposit Agreement, including form of American Depositary Receipt. Filed herewith.
- (b) Any other agreement, to which the Depositary is a party, relating to the issuance of the Depositary Shares registered hereby or custody of the deposited securities represented thereby. - None.
- (c) Any material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - None.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered. Previously Filed.
- (e) Certification under Rule 466. Filed herewith.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities; and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of a Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all of the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 28, 2006.

Legal entity created by the form of Deposit Agreement  
for the issuance of ADRs evidencing American  
Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as  
Depositary

By /s/Joseph M. Leinhauser  
Name: Joseph M. Leinhauser  
Title: Vice President

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Honda Motor Co., Ltd. (Honda Giken Kogyo Kabushiki Kaisha) certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Tokyo, Japan on June 28, 2006.

HONDA MOTOR CO., LTD.  
(Honda Giken Kogyo Kabushiki Kaisha)

By: /s/Kunio Endo  
Name:Kunio Endo  
Title:General Manager of Finance Division



KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Takeo Fukui, Satoshi Aoki and Fumihiko Ike, jointly and severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of June 28, 2006.

Name	Title
/s/Takeo Fukui Takeo Fukui	President and Representative Director (Chief Executive Officer)
/s/Satoshi Aoki  Satoshi Aoki	Executive Vice President and Representative Director
  Minoru Harada	Senior Managing and Representative Director
/s/Motoatsu Shiraishi* Motoatsu Shiraishi	Senior Managing and Representative Director

/s/Satoshi Dobashi\*  
Satoshi Dobashi

Senior Managing and Representative Director

/s/Atsuyoshi Hyogo\*  
Atsuyoshi Hyogo

Senior Managing and Representative Director

/s/Satoshi Toshida\*  
Satoshi Toshida

Senior Managing and Representative Director

Koki Hirashima

Senior Managing and Representative Director

Koichi Kondo

Senior Managing and Representative Director

/s/Mikio Yoshimi\*  
Mikio Yoshimi

Senior Managing and Representative Director

/s/Toru Onda\*  
Toru Onda

Managing Director

/s/Akira Takano\*  
Akira Takano

Managing Director

/s/Shigeru Takagi\*  
Shigeru Takagi

Managing Director

/s/Hiroshi Kuroda\*  
Hiroshi Kuroda

Managing Director



Tetsuo Iwamura

Managing Director

/s/Tatsuhiro Oyama\*  
Tatsuhiro Oyama

Managing Director

Satoru Kishi

Director

Kensaku Hogen

Director

Hiroyuki Yoshino

Director and Advisor

/s.Fumihiko Ike  
Fumihiko Ike

Director  
(Chief Financial and Accounting Officer)

/s/Tetsuo Oshima\*

Authorized Representative  
in the United States

Tetsuo Oshima

By:/s/Takeo Fukui  
Name: Takeo Fukui  
Title: Power of Attorney

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