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KOOKMIN BANK
Form F-6
November 01, 2006

As filed with the Securities and Exchange Commission on November 1, 2006
Registration No. 333 -

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

KOOKMIN BANK
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

Republic of Korea
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.
(Exact name of depositary as specified in its charter)

388 Greenwich Street
New York, New York 10013
(212) 816-6763
(Address, including zip code, and telephone number, including area code, of
depositary's principal executive offices)

Kookmin Bank, New York Branch
565 Fifth Avenue, 24th Floor
New York, New York 10017
(212) 697-6100
(Address, including zip code, and telephone number, including area code, of
agent for service)

Copies to:

Yong G. Lee, Esq.
Cleary Gottlieb Steen & Hamilton

Herman H. Raspe, Esq.
Patterson Belknap Webb & Tyler LLP

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LLP
39th Floor, Bank of China Tower
One Garden Road, Hong Kong

1133 Avenue of the Americas
New York, New York 10036

It is proposed that this filing become effective under Rule 466:
 immediately upon filing.
 on (Date) at (Time).

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

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offer Price** |
|--|-------------------------|--|--|
| American Depositary Shares, each representing one (1) common share, par value 5,000 won per share, of Kookmin Bank | 200,000,000 | \$5.00 | \$10,000,000. |

* Each unit represents 100 American Depositary Shares.
** 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 American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

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Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption ----- | Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus ----- |
|--|---|
| 1. Name of Depository and address of its principal executive office | Face of Receipt - Introductory |
| 2. Title of Receipts and identity of deposited securities | Face of Receipt - Top Center. |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depository Share ("ADSs") | Face of Receipt - Upper right |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragraph and (16). |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragraph |
| (iv) The transmission of notices, reports and proxy soliciting material | Face of Receipt - Paragraph (1) Reverse of Receipt - Paragraph |
| (v) The sale or exercise of rights | Reverse of Receipt - Paragraph |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraph (3) Reverse of Receipt - Paragraph |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse of Receipt - Paragraph provision for extensions). |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSs | Face of Receipt - Paragraph (1) |

I-1

| Item Number and Caption ----- | Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus ----- |
|--|---|
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt - Paragraphs (5), (6) and (7); Reverse of Receipt - Paragraph |
| (x) Limitation upon the liability of the Depository | Face of Receipt - Paragraph (4) Reverse of Receipt - Paragraph |
| (xi) Fees and charges which may be imposed directly or indirectly on holders of ADSs | Face of Receipt - Paragraph (7) |

Item 2. AVAILABLE INFORMATION

Face of Receipt - Paragraph (1)

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's website (www.sec.gov), and can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal executive office of the depository.

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I-2

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Second Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

I-3

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Second Amended and Restated Deposit Agreement, by and among Kookmin Bank, (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (the "Second Amended and Restated Deposit Agreement"). -- Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -- None.
- (c) Every 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 counsel for the Depositary as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. -- None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

II-1

Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities that 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

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charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

II-2

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Second Amended and Restated Deposit Agreement, by and among Kookmin Bank, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares issued thereunder, 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 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 the 1st day of November 2006.

Legal entity created by the Second Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing one (1) common share, par value 5,000 Won per share, of Kookmin Bank.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Susan A. Lucanto

Name: Susan A. Lucanto
Title: Vice President

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Kookmin Bank 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Seoul, Korea on November 1, 2006.

KOOKMIN BANK

By: /s/ Kap Shin

Name: Kap Shin
Title: CFO/Senior EVP
Executive Director

II-4

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SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mr. Kap Shin, CFO/Senior EVP, to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on November 1, 2006.

| Signature ----- | Title ----- |
|---|--|
| /s/ Chung Won Kang ----- Chung Won Kang | President and Chief Executive Officer |
| /s/ Hyung Duk Chang ----- Hyung Duk Chang | Chief Audit Executive |
| /s/ Ki Hong Kim ----- Ki Hong Kim | Chief Executive Vice President |
| /s/ Kap Shin ----- Kap Shin | Chief Financial Officer and Senior Executive Vice President |
| /s/ Dong Soo Chung ----- Dong Soo Chung | Non-Executive Director |

II-5

| Signature ----- | Title ----- |
|---|------------------------|
| /s/ Nobuya Takasugi ----- Nobuya Takasugi | Non-Executive Director |

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/s/ Kee Young Chung Non-Executive Director

Kee Young Chung

/s/ Doo Hwan Song Non-Executive Director

Doo Hwan Song

/s/ Chang Kyu Lee Non-Executive Director

Chang Kyu Lee

/s/ Dam Cho Non-Executive Director

Dam Cho

/s/ Bo Kyung Byun Non-Executive Director

Bo Kyung Byun

/s/ Baek In Cha Non-Executive Director

Baek In Cha

/s/ Young Soon Cheon Non-Executive Director

Young Soon Cheon

/s/ Sang Won Lee

Name: Sang Won Lee
Title: General Manager
Kookmin Bank New York Branch
as authorized representative in the U.S.

II-6

Index to Exhibits

| Exhibit ----- | Document ----- | Sequentially Numbered Page ----- |
|------------------|--|--|
| (a) | Form of Second Amended and Restated Deposit Agreement | |
| (d) | Opinion of counsel to the Depositary | |