

MITSUI & CO LTD
Form 15F-12G
April 25, 2011
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15F

CERTIFICATION OF A FOREIGN PRIVATE ISSUER S
TERMINATION OF REGISTRATION OF A CLASS OF SECURITIES
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF
1934 OR ITS TERMINATION OF THE DUTY TO FILE REPORTS
UNDER SECTION 13(a) OR SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission File Number 0-9929

MITSUI BUSSAN KABUSHIKI KAISHA

(Exact name of registrant as specified in its charter)

MITSUI & CO., LTD.

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(Translation of registrant's name into English)

2-1, Ohtemachi 1-chome

Chiyoda-ku, Tokyo 100-0004, Japan

+81-3-3285-7533

(Address, including zip code, and telephone number, including area code,

of registrant's principal executive offices)

Common Stock

(Title of each class of securities covered by this Form)

Place an X in the appropriate box(es) to indicate the provision(s) relied upon to terminate the duty to file reports under the Securities Exchange Act of 1934:

Rule 12h-6(a)
(for equity securities)

Rule 12h-6(d)
(for successor registrants)

Rule 12h-6(c)
(for debt securities)

Rule 12h-6(i)
(for prior Form 15 filers)

Table of Contents

TABLE OF CONTENTS

PART I

- Item 1. **Exchange Act Reporting History**
- Item 2. **Recent United States Market Activity**
- Item 3. **Foreign Listing and Primary Trading Market**
- Item 4. **Comparative Trading Volume Data**
- Item 5. **Alternative Record Holder Information**
- Item 6. **Debt Securities**
- Item 7. **Notice Requirement**
- Item 8. **Prior Form 15 Filers**

PART II

- Item 9. **Rule 12g3-2(b) Exemption**

PART III

- Item 10. **Exhibits**
- Item 11. **Undertakings**

SIGNATURE

Table of Contents

PART I

Item 1. Exchange Act Reporting History

A. Mitsui & Co., Ltd. (the Registrant) first incurred the duty to file reports under Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) on or about April 23, 1963, the date that its registration statement on Form S-1 (Registration No. 2-21088) was declared effective by the Securities and Exchange Commission (the Commission).

B. The Registrant has filed or submitted all reports required under Section 13(a) or Section 15(d) of the Exchange Act and the corresponding Commission rules for the 12 months preceding the filing of this Form 15F. The Registrant has filed at least one annual report on Form 20-F under Section 13(a) of the Exchange Act.

Item 2. Recent United States Market Activity

Subject to the exceptions set forth in Instruction 1 to this Item, the Registrant's securities were last sold in the United States in a registered offering under the Securities Act of 1933 in September 1975 pursuant to a registration statement on Form S-7 (Registration No. 2-54386).

Item 3. Foreign Listing and Primary Trading Market

A. The Registrant has maintained a listing of its common stock on the First Section of the Tokyo Stock Exchange (the TSE), Tokyo, Japan, and certain other stock exchanges in Japan. The TSE constitutes the primary trading market for the Registrant's common stock, as that term is defined in Rule 12h-6 under the Exchange Act.

B. The Registrant's common stock was initially listed on the TSE in May 1949. The Registrant has maintained the listing of its common stock on the TSE since that date, including during the 12 months preceding the filing of this Form 15F.

C. The percentage of trading in the Registrant's common stock that occurred in Japan on the Tokyo Stock Exchange for the 12-month period from March 1, 2010 to February 28, 2011 (both dates inclusive) was 99.25% of the worldwide trading volume.

Item 4. Comparative Trading Volume Data

A. The 12-month period used to meet the requirements of Rule 12h-6(a)(4)(i) started on March 1, 2010 and ended on February 28, 2011 (the Applicable Period).

Table of Contents

B. The average daily trading volume (ADTV) of the common stock of the Registrant in the United States for the Applicable Period (including off-exchange and on-exchange transactions) was 98,576 shares. The ADTV of the common stock of the Registrant on a worldwide basis for the Applicable Period was 14,011,209 shares.

C. The ADTV of the common stock of the Registrant in the United States for the Applicable Period was 0.7% of the ADTV of the common stock of Registrant worldwide for the Applicable Period.

D. The Registrant delisted its common stock from The NASDAQ Stock Market (NASDAQ) effective April 25, 2011 (with April 21, 2011 as the last day of trading on NASDAQ). As of April 25, 2011, the ADTV of the Registrant s common stock in the United States (including off-exchange and on exchange transactions) as a percentage of the ADTV for the Registrant s common stock on a worldwide basis (not including off-exchange transactions) for the preceding 12-month period was 0.88%.

E. The Registrant has not terminated its sponsored American Depositary Receipt (ADR) facility regarding its common stock.

F. The source of the trading volume information used for determining whether the Registrant meets the requirements of Rule 12h-6 is Bloomberg L.P. with respect to on-exchange and off-exchange transactions in the United States. Information by the TSE, the Osaka Securities Exchange Co., Ltd., the Fukuoka Stock Exchange, the Nagoya Stock Exchange and the Sapporo Securities Exchange, respectively, are sources of the trading volume information with respect to on-exchange transactions on such exchanges (information with respect to off-hours trading transactions on such exchanges being unavailable on Bloomberg L.P.).

Item 5. Alternative Record Holder Information

Not applicable.

Item 6. Debt Securities

Not applicable.

Item 7. Notice Requirement

A. The Registrant published in the United States a notice of its intent to terminate its reporting obligations under Section 15(d) of the Exchange Act, by means of press releases issued on December 3, 2010 and April 5, 2011.

B. The press releases described above were disseminated in the United States through a submission to the Commission under cover of a Form 6-K on December 3, 2010 and April 5, 2011. Additionally, the notices were published on the Registrant s Internet website.

Item 8. Prior Form 15 Filers

Not applicable.

Table of Contents

PART II

Item 9. Rule 12g3-2(b) Exemption

The Registrant will publish the information required under Rule 12g3-2(b)(1)(iii) on its website: <http://www.mitsui.com/jp/en>

PART III

Item 10. Exhibits

None.

Item 11. Undertakings

The undersigned issuer hereby undertakes to withdraw this Form 15F if, at any time before the effectiveness of its termination of reporting under Rule 12h-6, it has actual knowledge of information that causes it reasonably to believe that, at the time of filing the Form 15F:

- (1) The average daily trading volume of its subject class of securities in the United States exceeded 5 percent of the average daily trading volume of that class of securities on a worldwide basis for the same recent 12-month period that the issuer used for purposes of Rule 12h-6(a)(4)(i);
- (2) Its subject class of securities was held of record by 300 or more United States residents or 300 or more persons worldwide, if proceeding under Rule 12h-6(a)(4)(ii) or Rule 12h-6(c); or
- (3) It otherwise did not qualify for termination of its Exchange Act reporting obligations under Rule 12h-6.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Mitsui & Co., Ltd. has duly authorized the undersigned person to sign on its behalf this certification on Form 15F. In so doing, Mitsui & Co., Ltd. certifies that, as represented on this Form, it has complied with all of the conditions set forth in Rule 12h-6 for terminating its registration under Section 12(g) of the Exchange Act, or its duty to file reports under Section 13(a) or Section 15(d) of the Exchange Act, or both.

Date: April 25, 2011

MITSUI & CO., LTD.

| | |
|-------|--|
| By: | /s/ JOJI OKADA |
| Name | Joji Okada |
| Title | Executive Managing Officer, Chief Financial Officer |