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KOMATSU LTD  
Form 6-K  
May 21, 2001

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

REPORT OF FOREIGN ISSUER

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of May 2001

COMMISSION FILE NUMBER: 1-7239

KOMATSU LTD.

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Translation of registrant's name into English

3-6 Akasaka 2-chome, Minato-ku, Tokyo, Japan

.....

Address of principal executive offices

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INFORMATION TO BE INCLUDED IN REPORT

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1. One company announcement made on May 18, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KOMATSU LTD.

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(Registrant)

Date: May 21, 2001

By: /s/ Masaru Fukase

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Masaru Fukase  
Senior Executive Officer

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NEWS RELEASE

Komatsu Ltd.  
2-3-6 Akasaka, Minato-ku,  
Tokyo 107-8414, Japan  
Public Relations Section  
Tel: +81-3-5561-2616  
0017(1694)  
May 18, 2001  
URL: <http://www.komatsu.com/>

NOTICE OF CHANGE REGARDING MAJOR SHAREHOLDER

Upon confirmation of the change of a major shareholder as of May 11, 2001,  
Komatsu Ltd. serves notice as follows:

Notice

1. Background of Confirmation

On May 10, 2001, a report (hereinafter to be referred to as the Mass-shareholding Report) was submitted by the below-mentioned shareholder to the Kanto Bureau of Finance based on Item 1, Paragraph 25, Article 27 of the Securities and Exchange Law of Japan, a copy of which was sent to Komatsu Ltd.

However, as the name of the shareholder in question does not appear on the shareholders list of Komatsu Ltd., the company was unable to identify under what name the said holding was registered. According to the Mass-shareholding Report, 50,679,812 shares said to be owned by the shareholder in question are in the form of ADRs and the name of their holder is surmised to be "Nats Cumco \*."

\* Nats Cumco is the name used by City Bank N.A., a trustee for ADRs of Komatsu Ltd.

The number of shares it held as of March 31, 2001: 55,735,540

2. Details of the Shareholder in Question (Based on the Mass-shareholding Report)

- (1) Name  
Brandes Investment Partners, L.P.
- (2) Head Office Address  
12750 High Bluff Drive, San Diego, California, U.S.A.
- (3) Representative  
Glenn R. Carlson, Managing Partner
- (4) Main Business  
U.S.A.-registered investment consultant

3. Number of Shares Held by the Shareholder in Question and Ratio of Holding to Outstanding Shares (Based on the Mass-shareholding Report)

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	No. of Shares Held	Ratio to Outstanding Shares	Ranking of Major Shareholding
Before the Change (as of March 31, 2001)	95,618,816	9.97%	Ranked top on a real basis. As stated above, the shareholder in question does not appear on
After the Change	115,960,612	12.09%	the shareholders list.

4. Outlook

All Komatsu Ltd. recognizes is as stated in Paragraph 1 of this notice. Therefore the Company will not be knowledgeable of any future developments concerning this matter.

Incidentally, it is noted in the Mass-shareholding Report that the purpose of the holding is "purchase for passive investment on behalf of (numerous) customers who have no intention to control the issuer."