

MATSUSHITA ELECTRIC INDUSTRIAL CO LTD  
Form F-6EF  
April 07, 2006

As filed with the U.S. Securities and Exchange Commission on April 7, 2006

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM F-6**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
For Depository Shares Evidenced by American Depositary Receipts**

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**MATSUSHITA DENKI SANGYO KABUSHIKI KAISHA**  
(Exact name of issuer of deposited securities as specified in its charter)

**MATSUSHITA ELECTRIC INDUSTRIAL CO., LTD.**  
(Translation of issuer's name into English)

**Japan**  
(Jurisdiction of incorporation or organization of issuer)

**JPMORGAN CHASE BANK, N.A.**  
(Exact name of depository as specified in its charter)

**4 New York Plaza, New York, NY 10004**  
**Telephone (212) 623-0636**

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

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**Yoichi Nagata**  
**Matsushita Electric Industrial Co., Ltd.**  
**One Rockefeller Plaza, Suite 1001**  
**New York, New York 10020-2002**  
**(212) 698-1362**

(Address, including zip code, and telephone number, including area code, 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**  
**(212) 319-7600**

It is proposed that this filing become effective under Rule 466

x immediately upon filing                      oon (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**

<b>Title of each class of Securities to be registered</b>	<b>Amount To be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(2)</sup></b>	<b>Amount of registration fee</b>
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one share of common stock of Matsushita Electric Industrial Co., Ltd.	200,000,000 American Depositary Shares	\$0.05	\$10,000,000	\$1,070

(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 American Depositary Receipts evidencing 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. 333-12694.**

**PART I  
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) filed as Exhibit (a)(2) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

**Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED**

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(1) Name and address of Depositary	Introductory paragraph
(2) Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top center
Terms of Deposit:	
(i) Amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt, upper right corner
(ii) Procedure for voting, if any, the deposited securities	Paragraph (12)
(iii) Collection and distribution of dividends	Paragraphs (4), (5), (7) and (10)
(iv) Transmission of notices, reports and proxy soliciting material	Paragraphs (3), (8) and (12)
(v) Sale or exercise of rights	Paragraphs (4), (5) and (10)
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (4), (5), (10) and (13)
(vii) Amendment, extension or termination of the Deposit Agreement	Paragraphs (16) and (17)
(viii) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of ADR	Paragraph (3)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (1), (2), (4), and (5)
(x) Limitation upon the liability of the Depositary	Paragraph (14)
(3) Fees and Charges	Paragraph (7)

**Item 2. AVAILABLE INFORMATION**

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(b) Statement that Matsushita Electric Industrial Co., Ltd. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American	Paragraph (8)

Depository Receipts and copied at public reference  
facilities maintained by the Commission in  
Washington, D.C.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. EXHIBITS

- (a)(1) **Form of Deposit Agreement.** Amended and Restated Deposit Agreement among Matsushita Electric Industrial Co., Ltd., JPMorgan Chase Bank, N.A., (fka Morgan Guaranty Trust Company of New York), as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as an Exhibit to Registration Statement No. 333-12694 which is incorporated herein by reference.
- (a) (2) **Form of ADR.** Filed herewith as Exhibit (a)(2).
- (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.** Not Applicable.
- (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.** Not Applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

#### 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 American Depositary 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 amounts of fees charged are 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 an American Depositary Receipt thirty days before any change in the fee schedule.
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**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 the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on March 27, 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

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Matsushita Electric Industrial Co., Ltd. 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 to be signed on its behalf by the undersigned, thereunto duly authorized, on March 27, 2006.

Matsushita Electric Industrial Co., Ltd.

By: /s/Kunio Nakamura  
Name: Kunio Nakamura  
Title: President and Director  
(Principal Executive Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Tetsuya Kawakami, Hideaki Kawai and Ryuichi Tsuruta and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, this Registration Statement has been signed by the following persons on March 27, 2006, in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Kunio Nakamura</u> Kunio Nakamura	President and Director (Principal Executive Officer)
<u>/s/ Masayuki Matsushita</u> Masayuki Matsushita	Vice Chairman of the Board of Directors
<u>/s/ Takami Sano</u> Takami Sano	Executive Vice President and Director
<u>/s/ Fumio Ohtsubo</u> Fumio Ohtsubo	Senior Managing Director
<u>/s/ Toshihiro Sakamoto</u> Toshihiro Sakamoto	Managing Director

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Signature

Title

/s/ Shinichi Fukushima  
Shinichi Fukushima

Managing Director

/s/ Hidetsugu Otsuru  
Hidetsugu Otsuru

Director

/s/ Mikio Ito  
Mikio Ito

Director

/s/ Yoichi Morishita  
Yoichi Morishita

Chairman of the Board of Directors

/s/ Yoshifumi Nishikawa  
Yoshifumi Nishikawa

Director

/s/ Masaharu Matsushita  
Masaharu Matsushita

Honorary Chairman of the Board of Directors and Executive  
Advisor

/s/ Kazuo Toda  
Kazuo Toda

Executive Vice President and Director

/s/ Susumu Koike  
Susumu Koike

Senior Managing Director

/s/ Tetsuya Kawakami  
Tetsuya Kawakami

Senior Managing Director  
(Principal Financial and Accounting Officer)

/s/ Takahiro Mori  
Takahiro Mori

Managing Director

/s/ Yoshitaka Hayashi  
Yoshitaka Hayashi

Director

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Signature

Title

/s/ Masaki Akiyama  
Masaki Akiyama

Director

/s/ Ikusaburo Kashima  
Ikusaburo Kashima

Director

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Ikuo Uno

Director

/s/ Yoichi Nagata  
Yoichi Nagata

Authorized Representative in the United States

**INDEX TO EXHIBITS**

**Exhibit  
Number**

- (a)(2) Form of ADR.
  - (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.
  - (e) Rule 466 Certification
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