

MITSUBISHI UFJ FINANCIAL GROUP INC  
Form 6-K  
March 10, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 6-K**

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**Report of Foreign Issuer**

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

**For the month of March, 2006**

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**MITSUBISHI UFJ FINANCIAL GROUP, INC.**

(Translation of registrant's name into English)

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7-1, Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-8330, Japan

(Address of principal executive offices)

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[Indicate by check mark whether the registrant files or  
will file annual reports under cover Form 20-F or Form 40-F.]

Form 20-F  Form 40-F

[Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the Commission]

pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.]

Yes \_\_\_\_\_ No X

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**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.

Date: March 10, 2006

MITSUBISHI UFJ FINANCIAL GROUP, INC.

By: /S/ RYUTARO KUSAMA

Name: Ryutaro Kusama

Title: Chief Manager, General Affairs

Corporate Administration Division

**Notice concerning Change of Subsidiary**

**Tokyo, March 10, 2006** Mitsubishi UFJ Financial Group, Inc. (MUFJ; President & CEO: Nobuo Kuroyanagi) hereby announces that its special purpose companies named MUFJ Capital Finance 1 Limited, MUFJ Capital Finance 2 Limited and MUFJ Capital Finance 3 Limited, which were established in February, 2006 for the purpose of the issuance of preferred securities ( Non-dilutive Preferred Securities ), and the special purpose companies of MUFJ's consolidated subsidiary The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU; President: Nobuo Kuroyanagi) named BTMU Preferred Capital 1 Limited, BTMU Preferred Capital 2 Limited and BTMU Preferred Capital 3 Limited, which were established in the same month, will increase their capital stock. As a result, each of MUFJ Capital Finance 1 Limited and BTMU Preferred Capital 1 Limited will become a Specified Subsidiary (*Tokutei Kogaisha*) of MUFJ. The number of voting rights of each special purpose company directly or indirectly held by MUFJ, and the percentage of such rights against the total number of voting rights, will not change because the Non-dilutive Preferred Securities to be issued by each special purpose company are non-voting securities.

**1. Reason for the change**

MUFJ and BTMU each hold all of the common shares of their respective special purpose companies mentioned above. Due to the payment for Non-dilutive Preferred Securities, which is scheduled to occur on March 17, 2006, the amount of capital stock of MUFJ Capital Finance 1 Limited and BTMU Preferred Capital 1 Limited is expected to exceed 10% of the amount of capital stock of MUFJ. Therefore, each of the special purpose companies is expected to become a Specified Subsidiary of MUFJ.

**2. Profile of the Subsidiaries**

## (1) Special purpose companies established by MUFJ

| Issuer  | MUFJ Capital<br>Finance 1 Limited   | MUFJ Capital<br>Finance 2 Limited | MUFJ Capital<br>Finance 3 Limited |
|---|---|-----------------------------------|-----------------------------------|
| Location  | M&C Corporate Services Limited, Uglend House, South Church Street, P.O. Box 309, George Town, Grand Cayman, Cayman Islands, British West Indies |                                   |                                   |
| Date of change                                    | March 17, 2006  |                                   |                                   |
| Details of business                               | Issuance of Non-dilutive Preferred Securities   |                                   |                                   |
| Closing date of                                   | January 24 of each year   |                                   |                                   |
| fiscal year                                       |   |                                   |                                   |
| Number of directors                               | Three directors, no employees   |                                   |                                   |
| and employees                                     |   |                                   |                                   |
| Capital stock                                     | US\$2,305,000,000   | 755,000,000                       | ¥120,000,500,000                  |
| Total outstanding shares and preferred securities | 5,000,000 Common Shares   | 5,000,000 Common Shares           | 500,000 Common Shares             |
| (Issue price per Share / Security)                | (US\$1 per share)   | ( 1 per share)                    | (¥1,000 per share)                |
|   | 2,300,000 Preferred Securities  | 750,000 Preferred Securities      | 12,000 Preferred Securities       |
| Shareholders                                      | (US\$1,000 per security)  | ( 1,000 per security)             | (¥10,000,000 per security)        |
|   | Common shares: 100% owned by MUFJ   |                                   |                                   |
|   | Preferred Securities: 100% owned by entities other than MUFJ  |                                   |                                   |

(2) Special purpose companies established by BTMU

| Issuer                             | BTMU Preferred  | BTMU Preferred               | BTMU Preferred              |
|------------------------------------|---|------------------------------|-----------------------------|
| Location                           | Capital 1 Limited<br>M&C Corporate Services Limited, Uglan House, South Church Street, P.O. Box 309, George Town, Grand Cayman, Cayman Islands, British West Indies | Capital 2 Limited            | Capital 3 Limited           |
| Date of change                     | March 17, 2006  |                              |                             |
| Details of business                | Issuance of Non-dilutive Preferred Securities   |                              |                             |
| Closing date of                    | January 24 of each year   |                              |                             |
| fiscal year                        |   |                              |                             |
| Number of directors                | Three directors, no employees   |                              |                             |
| and employees                      |   |                              |                             |
| Capital stock                      | US\$2,350,000,000   | 790,000,000                  | ¥120,007,000,000            |
| Total outstanding shares           | 50,000,000 Common Shares  | 40,000,000 Common Shares     | 7,000,000 Common Shares     |
| and preferred securities           | (US\$1 per share)   | ( 1 per share)               | (¥1,000 per share)          |
| (Issue price per Share / Security) | 2,300,000 Preferred Securities  | 750,000 Preferred Securities | 12,000 Preferred Securities |
| Shareholders                       | (US\$1,000 per security)<br>Common shares:100% owned by BTMU  | ( 1,000 per security)        | (¥10,000,000 per security)  |
|                                    | Preferred Securities:100% owned by entities other than BTMU   |                              |                             |

**Contact:**

Mitsubishi UFJ Financial Group, Inc.

Financial Planning Division

Tel: 81-3-3240-2911

This notice with regard to changes in the subsidiaries is published in order to publicly announce specific facts relating to the change, and does not constitute a solicitation of investment or any similar act, in or outside of Japan. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the preferred securities in any state in the United States in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state in the United States.