PANASONIC Corp Form SC 13G/A February 10, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

### SCHEDULE 13G Under the Securities Exchange Act of 1934

(Amendment No. 4)\*

Panasonic Corporation (Name of Issuer)

Common Stock (Title of Class of Securities)

69832A205 (CUSIP Number)

December 31, 2011 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

b: Rule 13d-1(b)

o: Rule 13d-1(c)

o: Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## CUSIP NO. 69832A205

| 1               | NAME OF REPORTING PERSON   |      |  |   |  |  |
|-----------------|--|------|--|---|--|--|
| 2               | Mitsubishi UFJ Financial Group, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |      |  |   |  |  |
| 3               | SEC USE ONLY   |      |  |   |  |  |
| 4               | CITIZE   | NSHI | IP OR PLACE OF ORGANIZATION                          |   |  |  |
|                 | Tokyo, J   | apan |  |   |  |  |
|                 | ·  | 5    | SOLE VOTING POWER                                    |   |  |  |
| NUMBER          |  |      | 116,936,863  |   |  |  |
| SHAI<br>BENEFIC |  | 6    | SHARED VOTING POWER                                  |   |  |  |
| OWNE<br>EAC     | D BY   |      | -0-  |   |  |  |
| REPOR           | TING   | 7    | SOLE DISPOSITIVE POWER                               |   |  |  |
| PERS<br>WIT     |  |      | 116,936,863  |   |  |  |
|                 |  | 8    | SHARED DISPOSITIVE POWER                             |   |  |  |
|                 |  |      | -0-  |   |  |  |
| 9               | AGGRE  | GAT  | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |   |  |  |
|                 | 116,936,   |      |  |   |  |  |
| 10              | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CI (See Instructions)                                  |      |  | 0 |  |  |
| 11              | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |      |  |   |  |  |
|                 | 5.1%   |      |  |   |  |  |
| 12              | TYPE O   | F RE | EPORTING PERSON (See Instructions)                   |   |  |  |
|                 | FI   |      |  |   |  |  |

o o

## CUSIP NO. 69832A205

| 1               | NAME (   | NAME OF REPORTING PERSON |  |  |  |  |  |
|-----------------|--|--------------------------|--|--|--|--|--|
| 2               | Mitsubishi UFJ Trust and Banking Corporation CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |                          |  |  |  |  |  |
| 3               | SEC USE ONLY   |                          |  |  |  |  |  |
| 4 CITIZENSHI    |  |                          | IP OR PLACE OF ORGANIZATION                          |  |  |  |  |
|                 | Tokyo, J   | apan                     |  |  |  |  |  |
|                 | •  | 5                        | SOLE VOTING POWER                                    |  |  |  |  |
| NUMBER          |  |                          | 102,826,500  |  |  |  |  |
| SHAF<br>BENEFIC | IALLY  | 6                        | SHARED VOTING POWER                                  |  |  |  |  |
| OWNE            |  |                          | -0-  |  |  |  |  |
| EAC<br>REPOR    | TING   | 7                        | SOLE DISPOSITIVE POWER                               |  |  |  |  |
| PERS<br>WIT     |  |                          | 102,826,500  |  |  |  |  |
|                 |  | 8                        | SHARED DISPOSITIVE POWER                             |  |  |  |  |
|                 |  |                          | -0-  |  |  |  |  |
| 9               | AGGRE  | GAT                      | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |  |  |  |  |
|                 | 102,826,   | 500                      |  |  |  |  |  |
| 10              | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)                              |                          |  |  |  |  |  |
| 11              | PERCEN   | NT O                     | F CLASS REPRESENTED BY AMOUNT IN ROW (9)             |  |  |  |  |
|                 | 4.4%   |                          |  |  |  |  |  |
| 12              | TYPE O   | F RE                     | EPORTING PERSON (See Instructions)                   |  |  |  |  |
|                 | FI   |                          |  |  |  |  |  |
|                 |  |                          |  |  |  |  |  |

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## CUSIP NO. 69832A205

| 1  | NAME OF REPORTING PERSON  |   |   |  |  |  |  |
|--|---|---|---|--|--|--|--|
| 2  | Mitsubishi UFJ Securities Holdings Co., Ltd.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |   |   |  |  |  |  |
| 3  | SEC USE ONLY  |   |   |  |  |  |  |
| 4 CITIZENSHIP OR PLACE   |   |   | IP OR PLACE OF ORGANIZATION   |  |  |  |  |
|  | Tokyo, J  | _   |   |  |  |  |  |
| NUMBER<br>SHAI<br>BENEFIC<br>OWNE<br>EAC<br>REPOR<br>PERS<br>WIT | RES<br>CIALLY<br>D BY<br>CH<br>TING<br>OON  | <ul><li>5</li><li>6</li><li>7</li><li>8</li></ul> | 4,007,498 SHARED VOTING POWER  -0- SOLE DISPOSITIVE POWER  4,007,498 SHARED DISPOSITIVE POWER |  |  |  |  |
| 9  | AGGRE   | GAT   | -0-<br>TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                  |  |  |  |  |
| 10   | 4,007,498 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o (See Instructions)                   |   |   |  |  |  |  |
| 11   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |   |   |  |  |  |  |
| 12   | 0.2%<br>TYPE O  | F RE  | EPORTING PERSON (See Instructions)  |  |  |  |  |
|  | FI  |   |   |  |  |  |  |

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## CUSIP NO. 69832A205

| 1               | NAME OF REPORTING PERSON   |      |   |   |  |  |  |
|-----------------|--|------|---|---|--|--|--|
| 2               | Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |      |   |   |  |  |  |
| 3               | SEC USE ONLY   |      |   |   |  |  |  |
| 4               | IP OR PLACE OF ORGANIZATION  |      |   |   |  |  |  |
|                 | Tokyo, J   | apan |   |   |  |  |  |
|                 | •  | 5    | SOLE VOTING POWER   |   |  |  |  |
| NUMBER          | OF   |      | 4,007,498   |   |  |  |  |
| SHAR<br>BENEFIC |  | 6    | SHARED VOTING POWER   |   |  |  |  |
| OWNE            |  |      | -0-   |   |  |  |  |
| EAC<br>REPOR'   | TING   | 7    | SOLE DISPOSITIVE POWER                                      |   |  |  |  |
| PERS<br>WIT     |  |      | 4,007,498   |   |  |  |  |
| ,,              |  | 8    | SHARED DISPOSITIVE POWER                                    |   |  |  |  |
|                 |  |      | -0-   |   |  |  |  |
| 9               | AGGRE  | GAT  | TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       |   |  |  |  |
|                 | 4,007,49   | 8    |   |   |  |  |  |
| 10              | CHECK<br>(See Inst   |      | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ons) | 0 |  |  |  |
| 11              | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |      |   |   |  |  |  |
|                 | 0.2%   |      |   |   |  |  |  |
| 12              | TYPE O   | F RE | EPORTING PERSON (See Instructions)                          |   |  |  |  |
|                 | FI   |      |   |   |  |  |  |
|                 |  |      |   |   |  |  |  |

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## CUSIP NO. 69832A205

| 1               | NAME OF REPORTING PERSON  |      |   |  |  |  |  |
|-----------------|---|------|---|--|--|--|--|
| 2               | Mitsubishi UFJ Asset Management Co., Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |      |   |  |  |  |  |
| 3               | SEC USE ONLY  |      |   |  |  |  |  |
| 4               | CITIZEI   | NSH  | IP OR PLACE OF ORGANIZATION                           |  |  |  |  |
|                 | Tokyo, J  | apan | 1   |  |  |  |  |
|                 | •   | 5    | SOLE VOTING POWER                                     |  |  |  |  |
| NUMBER          | OF  |      | 8,714,800   |  |  |  |  |
| SHAF<br>BENEFIC | HARES 6   |      | SHARED VOTING POWER                                   |  |  |  |  |
| OWNE            | D BY<br>CH  |      | -0-   |  |  |  |  |
| EAC<br>REPOR    |   | 7    | SOLE DISPOSITIVE POWER                                |  |  |  |  |
| PERS<br>WIT     |   |      | 8,714,800   |  |  |  |  |
| ***11           | 11  | 8    | SHARED DISPOSITIVE POWER                              |  |  |  |  |
|                 |   |      | -0-   |  |  |  |  |
| 9               | AGGRE   | GAT  | TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |  |  |  |  |
|                 | 8,714,80  | 00   |   |  |  |  |  |
| 10              | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)                           |      |   |  |  |  |  |
| 11              | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |      |   |  |  |  |  |
|                 | 0.4%  |      |   |  |  |  |  |
| 12              | TYPE O  | FRE  | EPORTING PERSON (See Instructions)                    |  |  |  |  |
|                 | FI  |      |   |  |  |  |  |

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## CUSIP NO. 69832A205

| 1   | NAME OF REPORTING PERSON  |             |   |  |  |  |  |
|---|---|-------------|---|--|--|--|--|
| 2   | Mitsubishi UFJ Asset Management (UK) Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |             |   |  |  |  |  |
| 3   | SEC USE ONLY  |             |   |  |  |  |  |
| 4   | CITIZE  | NSHI        | IP OR PLACE OF ORGANIZATION   |  |  |  |  |
|   | London,   | Unit        | ed Kingdom<br>SOLE VOTING POWER   |  |  |  |  |
| NUMBER SHAF BENEFIC OWNE EAC REPOR PERS WIT | RES<br>CIALLY<br>D BY<br>CH<br>TING<br>ON   | 6<br>7<br>8 | 147,200 SHARED VOTING POWER  -0- SOLE DISPOSITIVE POWER  147,200 SHARED DISPOSITIVE POWER |  |  |  |  |
| 9   | AGGRE   | GAT         | -0-<br>TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                              |  |  |  |  |
| 10  | 147,200<br>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br>(See Instructions)             |             |   |  |  |  |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |             |   |  |  |  |  |
| 12  | 0.0% TYPE OF REPORTING PERSON (See Instructions)  |             |   |  |  |  |  |
|   | FI  |             |   |  |  |  |  |

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## CUSIP NO. 69832A205

| 1  | NAME OF REPORTING PERSON  |             |   |  |  |  |  |
|--|---|-------------|---|--|--|--|--|
| 2  | kabu.com Securities Co., Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |             |   |  |  |  |  |
| 3  | SEC USE ONLY  |             |   |  |  |  |  |
| 4  | CITIZEN   | NSHI        | IP OR PLACE OF ORGANIZATION   |  |  |  |  |
|  | Tokyo, J  | apan        |   |  |  |  |  |
|  |   | 5           | SOLE VOTING POWER   |  |  |  |  |
| NUMBER<br>SHAF<br>BENEFIC<br>OWNE<br>EAC<br>REPOR<br>PERS<br>WIT | RES<br>TIALLY<br>D BY<br>CH<br>TING<br>ON   | 6<br>7<br>8 | 933,360 SHARED VOTING POWER  -0- SOLE DISPOSITIVE POWER  933,360 SHARED DISPOSITIVE POWER |  |  |  |  |
| 9  | AGGRE   | GAT         | -0-<br>E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                               |  |  |  |  |
| 10   | 933,360 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o (See Instructions)     |             |   |  |  |  |  |
| 11   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |             |   |  |  |  |  |
| 12   | 0.0% TYPE OF REPORTING PERSON (See Instructions)  |             |   |  |  |  |  |
|  | FI  |             |   |  |  |  |  |

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## CUSIP NO. 69832A205

| 1                                       | NAME OF REPORTING PERSON   |                                      |  |  |  |  |  |  |  |
|---|--|--------------------------------------|--|--|--|--|--|--|--|
| 2                                       | KOKUSAI Asset Management Co., Ltd.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) (b) |                                      |  |  |  |  |  |  |  |
| 3                                       | SEC USE ONLY   |                                      |  |  |  |  |  |  |  |
| 4                                       | CITIZEN  | CITIZENSHIP OR PLACE OF ORGANIZATION |  |  |  |  |  |  |  |
|   | Tokyo, J   | apan                                 |  |  |  |  |  |  |  |
|   |  | 5                                    | SOLE VOTING POWER                                      |  |  |  |  |  |  |
| NUMBER SHAF BENEFIC OWNE EAC REPOR PERS | RES<br>CIALLY<br>D BY<br>CH<br>TING  | 6<br>7                               | 454,600 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER |  |  |  |  |  |  |
| WIT                                     |  | 8                                    | 454,600<br>SHARED DISPOSITIVE POWER                    |  |  |  |  |  |  |
|   |  |                                      | -0-  |  |  |  |  |  |  |
| 9                                       |  | GAT                                  | TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |  |  |  |  |
| 10                                      | 454,600 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o (See Instructions)                    |                                      |  |  |  |  |  |  |  |
| 11                                      | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |                                      |  |  |  |  |  |  |  |
|   | 0.0%   |                                      |  |  |  |  |  |  |  |
| 12                                      | TYPE O   | F RE                                 | EPORTING PERSON (See Instructions)                     |  |  |  |  |  |  |
|   | FI   |                                      |  |  |  |  |  |  |  |
|   |  |                                      |  |  |  |  |  |  |  |

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| 1            | NAME  | OF R                                 | EPORTING PERSON  |  |  |  |  |  |  |  |
|--------------|---|--------------------------------------|--|--|--|--|--|--|--|--|
| 2            | Mitsubishi UFJ NICOS Co., Ltd.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) |                                      |  |  |  |  |  |  |  |  |
| 3            | SEC USE ONLY  |                                      |  |  |  |  |  |  |  |  |
| 4            | CITIZE  | CITIZENSHIP OR PLACE OF ORGANIZATION |  |  |  |  |  |  |  |  |
|              | Tokyo, J  | Japan                                |  |  |  |  |  |  |  |  |
|              | •   | 5                                    | SOLE VOTING POWER  |  |  |  |  |  |  |  |
| BENEFIC      | ER OF<br>HARES<br>FICIALLY<br>NED BY  |                                      | 105<br>SHARED VOTING POWER<br>-0-                            |  |  |  |  |  |  |  |
|              | TING<br>ON  | 7                                    | SOLE DISPOSITIVE POWER 105                                   |  |  |  |  |  |  |  |
|              |   | 8                                    | SHARED DISPOSITIVE POWER                                     |  |  |  |  |  |  |  |
| 9            | AGGRE   | EGAT                                 | -0-<br>TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |  |  |  |  |  |  |  |
| 10           | 105 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o (See Instructions)                   |                                      |  |  |  |  |  |  |  |  |
| 11           | PERCE   | NT O                                 | F CLASS REPRESENTED BY AMOUNT IN ROW (9)                     |  |  |  |  |  |  |  |
|              | 0.0%  |                                      |  |  |  |  |  |  |  |  |
| 12           | TYPE C  | F RE                                 | EPORTING PERSON (See Instructions)                           |  |  |  |  |  |  |  |
|              | FI  |                                      |  |  |  |  |  |  |  |  |
| Page 10 of 2 | 9   |                                      |  |  |  |  |  |  |  |  |

#### CUSIP NO. 69832A205

#### ITEM 1

(a) Name of Issuer

Panasonic Corporation

(b) Address of Issuer's Principal Executive Offices

1006 Oaza Kadoma, Kadoma, Osaka 571-8501, Japan

#### ITEM 2

(a) Names of Persons Filing

Mitsubishi UFJ Financial Group, Inc. ("MUFG")

Mitsubishi UFJ Trust and Banking Corporation ("MUTB")

Mitsubishi UFJ Securities Holdings Co., Ltd. ("MUSHD")

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. ("MUMSS")

Mitsubishi UFJ Asset Management Co., Ltd. ("MUAM")

Mitsubishi UFJ Asset Management (UK) Ltd. ("MUAMUK")

kabu.com Securities Co., Ltd. ("KC")

KOKUSAI Asset Management Co., Ltd. ("KAM")

Mitsubishi UFJ NICOS Co., Ltd. ("NICOS")

(b) Address of Principal Business Office or, if none, Residence

#### MUFG:

7-1 Marunouchi 2-chome, Chiyoda-ku Tokyo 100-8330, Japan

#### MUTB:

4-5 Marunouchi 1-chome, Chiyoda-ku Tokyo 100-8212, Japan

#### MUSHD:

5-2 Marunouchi 2-chome, Chiyoda-ku Tokyo 100-0005, Japan

#### **MUMSS**:

5-2 Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-0005, Japan

MUAM:

4-5 Marunouchi 1-chome, Chiyoda-ku Tokyo 100-8212, Japan

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#### CUSIP NO. 69832A205

#### MUAMUK:

Ropemaker Place, 25 Ropemaker Street London EC2Y 9AN, United Kingdom

#### KC:

3-2 Otemachi 1-chome, Chiyoda-ku Tokyo 100-0004, Japan

#### KAM:

1-1 Marunouchi 3-chome, Chiyoda-ku Tokyo 100-0005, Japan

#### NICOS:

14-1 Sotokanda 4-chome, Chiyoda-ku Tokyo 101-8960, Japan

(c) Citizenship

Not applicable.

(d) Title of Class of Securities

Common Stock

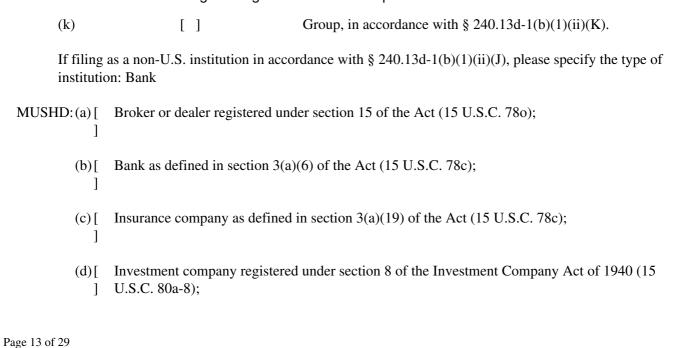
(e) CUSIP Number

69832A205

ITEMIf this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: 3

- MUFG: (a) [ ]Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);
  - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c) [ ]Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)[ ]Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
  - (f) [ ]An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

| (g)       | [ ]  | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);   |
|-----------|--|---|
| (h)       | [ ]  | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);   |
| (i)       | [ ]  | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j)       | [ü]  | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);   |
| (k)       | [ ]  | Group, in accordance with § 240.13d-1(b)(1)(ii)(K).   |
| -         | non-U.S. institution in a Parent holding company | ccordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of   |
| MUTB: (a) | [ ]  | Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);  |
| (b)       | [ ]  | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);  |
| (c)       | [ ]  | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);  |
| (d)       | [ ]  | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);  |
| (e)       | [ ]  | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);  |
| (f)       | [ ]  | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);   |
| (g)       | [ ]  | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);   |
| (h)       | [ ]  | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);   |
| (i)       | [ ]  | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j)       | [ü]  | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);   |



| (e)                             | [ ] | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);  |
|---------------------------------|-----|---|
| (f)                             | [ ] | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);   |
| (g)                             | [ ] | A parent holding company or control person in accordance with $\$ 240.13d-1(b)(1)(ii)(G);   |
| (h)                             | [ ] | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);   |
| (i)                             | [ ] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j)                             | [ü] | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);   |
| (k)                             | [ ] | Group, in accordance with § 240.13d-1(b)(1)(ii)(K).   |
| If filing as a r institution: B |     | accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of  |
| MUMSS:(a)                       | [ ] | Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);  |
| (b)                             | [ ] | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);  |
| (c)                             | [ ] | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);  |
| (d)                             | [ ] | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);  |
| (e)                             | [ ] | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);  |
| (f)                             | [ ] | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);   |
| (g)                             | [ ] | A parent holding company or control person in accordance with $\$ 240.13d-1(b)(1)(ii)(G);$  |
| (h)                             | [ ] | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);   |
| (i)                             | [ ] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment  |

Company Act of 1940 (15 U.S.C. 80a-3);

| (j) | [ü] | A non-U.S. institution in accordance with |
|-----|-----|---|
|     |     | § 240.13d-1(b)(1)(ii)(J);                 |

(k) Group, in accordance with 
$$\S 240.13d-1(b)(1)(ii)(K)$$
.

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer

MUAM: (a) [ ]Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);

(b)[ ]Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

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| (c)         | [ ]  | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);  |  |  |  |
|-------------|--|---|--|--|--|
| (d)         | [ ]  | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);  |  |  |  |
| (e)         | [ ]  | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);  |  |  |  |
| (f)         | [ ]  | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);   |  |  |  |
| (g)         | [ ]  | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);   |  |  |  |
| (h)         | [ ]  | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);   |  |  |  |
| (i)         | [ ]  | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |  |  |  |
| (j)         | [ü]  | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);   |  |  |  |
| (k)         | []   | Group, in accordance with § 240.13d-1(b)(1)(ii)(K).   |  |  |  |
|             | on-U.S. institution in acceptation acceptation and acceptation and acceptation and acceptation acceptation and acceptation acceptation and acceptation | cordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of  |  |  |  |
| MUAMUK: (a) | [ ]  | Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);  |  |  |  |
| (b)         | [ ]  | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);  |  |  |  |
| (c)         | [ ]  | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);  |  |  |  |
| (d)         | [ ]  | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);  |  |  |  |
| (e)         | [ ]  | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);  |  |  |  |
| (f)         | [ ]  | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);   |  |  |  |
| (g)         | [ ]  |   |  |  |  |

|     |     | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);   |
|-----|-----|---|
| (h) | []  | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);   |
| (i) | [ ] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | [ü] | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);   |
| (k) | [ ] | Group, in accordance with § 240.13d-1(b)(1)(ii)(K).   |

If filing as a non-U.S. institution in accordance with  $\S 240.13d-1(b)(1)(ii)(J)$ , please specify the type of institution: Investment adviser

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| KC:  | (a)[   | ]Broker or dealer register   | red under section 15 of the Act (15 U.S.C. 780);  |  |  |  |
|------|--------|--|---|--|--|--|
|      | (b)[   | ]Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);              |   |  |  |  |
|      | (c)[   | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); |   |  |  |  |
|      | (d)[   | ]Investment company reg<br>80a-8);   | ]Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);        |  |  |  |
|      | (e)[   | ]An investment adviser i   | n accordance with § 240.13d-1(b)(1)(ii)(E);   |  |  |  |
|      | (f) [  | ]An employee benefit pla   | an or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);   |  |  |  |
|      | (g)[   | ]A parent holding compa  | any or control person in accordance with § 240.13d-1(b)(1)(ii)(G);  |  |  |  |
|      | (h)[   | ]A savings association as 1813);   | s defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.                                     |  |  |  |
|      | (i) [  | _  | cluded from the definition of an investment company under section 3(c)(14 pany Act of 1940 (15 U.S.C. 80a-3); |  |  |  |
|      | (j) [ü | i] A non-U.S. institution is   | n accordance with § 240.13d-1(b)(1)(ii)(J);   |  |  |  |
| (k   | )      | [ ]  | Group, in accordance with § 240.13d-1(b)(1)(ii)(K).   |  |  |  |
|      | _      | ns a non-U.S. institution in n: Broker-dealer                                | accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of  |  |  |  |
| KAM: | (a)    | [ ]  | Broker or dealer registered under section 15 of the Act (15 U.S.C 780);                                       |  |  |  |
|      | (b)    | [ ]  | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);  |  |  |  |
|      | (c)    | [ ]  | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);                                  |  |  |  |
|      | (d)    | [ ]  | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);        |  |  |  |
|      | (e)    | [ ]  | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);  |  |  |  |
|      | (f)    | [ ]  | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);                       |  |  |  |
|      | (g)    | [ ]  | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);                       |  |  |  |

| (h) | [ ] | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);   |
|-----|-----|---|
| (i) | [ ] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | [ü] | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);   |
| (k) | [ ] | Group, in accordance with § 240.13d-1(b)(1)(ii)(K).   |

If filing as a non-U.S. institution in accordance with  $\S 240.13d-1(b)(1)(ii)(J)$ , please specify the type of institution: Investment adviser

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NICOS: NICOS is a subsidiary of MUFG, which is a parent holding company in accordance with \$240.13d-1(b)(1)(ii)(G), and holds less than 1% of the total outstanding securities of the issuer.

### ITEMOwnership

4

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

| For MUFG  |   |             |
|-----------|---|-------------|
| (a)       | Amount beneficially owned:                                    | 116,936,863 |
| (b)       | Percent of class:   | 5.06%       |
| (c)       | Number of shares as to which the person has:                  |             |
|           | (i) Sole power to vote or to direct the vote:                 | 116,936,863 |
|           | (ii) Shared power to vote or to direct the vote:              | -0-         |
|           | (iii) Sole power to dispose or to direct the disposition of:  | 116,936,863 |
|           | (iv) Shared power to dispose or to direct the disposition of: | -0-         |
| For MUTB  |   |             |
| (a)       | Amount beneficially owned:                                    | 102,826,500 |
| (b)       | Percent of class:   | 4.45%       |
| (c)       | Number of shares as to which the person has:                  |             |
|           | (i) Sole power to vote or to direct the vote:                 | 102,826,500 |
|           | (ii) Shared power to vote or to direct the vote:              | -0-         |
|           | (iii) Sole power to dispose or to direct the disposition of:  | 102,826,500 |
|           | (iv) Shared power to dispose or to direct the disposition of: | -0-         |
| For MUSHD |   |             |
| (a)       | Amount beneficially owned:                                    | 4,007,498   |
| (b)       | Percent of class:   | 0.17%       |
| (c)       | Number of shares as to which the person has:                  |             |

| (i) Sole power to vote or to direct the vote:                 | 4,007,498 |
|---|-----------|
| (ii) Shared power to vote or to direct the vote:              | -0-       |
| (iii) Sole power to dispose or to direct the disposition of:  | 4,007,498 |
| (iv) Shared power to dispose or to direct the disposition of: | -0-       |

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| For | ΜI | JMSS |  |
|-----|----|------|--|
|     |    |      |  |

| (a)        | Amount beneficially owned:                                    | 4,007,498 |
|------------|---|-----------|
| (b)        | Percent of class:   | 0.17%     |
| (c)        | Number of shares as to which the person has:                  |           |
|            | (i) Sole power to vote or to direct the vote:                 | 4,007,498 |
|            | (ii) Shared power to vote or to direct the vote:              | -0-       |
|            | (iii) Sole power to dispose or to direct the disposition of:  | 4,007,498 |
|            | (iv) Shared power to dispose or to direct the disposition of: | -0-       |
| For MUAM   |   |           |
| (a)        | Amount beneficially owned:                                    | 8,714,800 |
| (b)        | Percent of class:   | 0.38%     |
| (c)        | Number of shares as to which the person has:                  |           |
|            | (i) Sole power to vote or to direct the vote:                 | 8,714,800 |
|            | (ii) Shared power to vote or to direct the vote:              | -0-       |
|            | (iii) Sole power to dispose or to direct the disposition of:  | 8,714,800 |
|            | (iv) Shared power to dispose or to direct the disposition of: | -0-       |
| For MUAMUK |   |           |
| (a)        | Amount beneficially owned:                                    | 147,200   |
| (b)        | Percent of class:   | 0.01%     |
| (c)        | Number of shares as to which the person has:                  |           |
|            | (i) Sole power to vote or to direct the vote:                 | 147,200   |
|            | (ii) Shared power to vote or to direct the vote:              | -0-       |
|            | (iii) Sole power to dispose or to direct the disposition of:  | 147,200   |
|            | (iv) Shared power to dispose or to direct the disposition of: | -0-       |

## For KC (a) Amount beneficially owned: 933,360 Percent of class: (b) 0.04% (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 933,360 (ii) Shared power to vote or to direct the vote: -0-(iii) Sole power to dispose or to direct the disposition of: 933,360 (iv) Shared power to dispose or to direct the disposition of: -0-Page 18 of 29

#### CUSIP NO. 69832A205

|     | TZ |   | 7  | Æ  |
|-----|----|---|----|----|
| For | K  | А | ıŊ | /I |

| (a)             | Amount beneficially owned:                                    | 454,600 |
|-----------------|---|---------|
| (b)             | Percent of class:   | 0.02%   |
| (c)             | Number of shares as to which the person has:                  |         |
|                 | (i) Sole power to vote or to direct the vote:                 | 454,600 |
|                 | (ii) Shared power to vote or to direct the vote:              | -0-     |
|                 | (iii) Sole power to dispose or to direct the disposition of:  | 454,600 |
|                 | (iv) Shared power to dispose or to direct the disposition of: | -0-     |
| For NICOS       |   |         |
| (a)             | Amount beneficially owned:                                    | 105     |
| (b)             | Percent of class:   | 0.00%   |
| (c)             | Number of shares as to which the person has:                  |         |
|                 | (i) Sole power to vote or to direct the vote:                 | 105     |
|                 | (ii) Shared power to vote or to direct the vote:              | -0-     |
|                 | (iii) Sole power to dispose or to direct the disposition of:  | 105     |
|                 | (iv) Shared power to dispose or to direct the disposition of: | -0-     |
| ITEM 5          | Ownership of Five Percent or Less of a Class                  |         |
| Not applicable. |   |         |

ITEM 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

As of December 31, 2011, MUFG beneficially owns 116,936,863 shares of the issuer indirectly through its subsidiaries as follows: MUTB holds 102,826,500 shares; MUSHD holds 4,007,498 shares (indirectly through a subsidiary, MUMSS); MUAM holds 8,714,800 shares (including 147,200 shares indirectly held through a subsidiary, MUAMUK); KC holds 933,360 shares; KAM holds 454,600 shares; and NICOS holds 105 shares.

ITEM 8 Identification and Classification of Members of the Group

Not applicable.

ITEM 9 Notice of Dissolution of Group

Not applicable.

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ITEM 10 Certifications

By signing below MUFG, MUTB, MUSHD, MUMSS, MUAM, MUAMUK, KC and KAM certify that, to the best of their knowledge and belief, (i) the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, and (ii) the foreign regulatory schemes applicable to parent holding companies, banks, broker-dealers and investment advisers, respectively, are substantially comparable to the regulatory schemes applicable to the functionally equivalent U.S. institutions.

By signing below NICOS certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

All of the filers also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

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#### CUSIP NO. 69832A205

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

Mitsubishi UFJ Financial Group, Inc.

By: /s/ Koujirou Nakazawa

Name: Koujirou Nakazawa

Title: Senior Manager, Credit & Investment Management

Division

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### CUSIP NO. 69832A205

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

Mitsubishi UFJ Trust and Banking Corporation

By: /s/ Hiroki Masuoka

Name: Hiroki Masuoka