

CANON INC
Form F-6EF
June 22, 2006

As filed with the U.S. Securities and Exchange Commission on June 23, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6

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

CANON INC.

(Canon Kabushiki Kaisha)

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

Japan

(Jurisdiction of incorporation or organization of issuer)

JPMorgan Chase Bank, N.A.

(Exact name of depositary as specified in its charter)

4 New York Plaza, New York, NY 10004

Telephone (212) 552-4944

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

Canon U.S.A, Inc.

One Canon Plaza

Lake Success, New York 11042

(516)-328-5000

(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, 44th Floor

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of

Amount

Amount of

| Securities to be registered | to be registered | Proposed maximum aggregate price per unit (1) | Proposed maximum aggregate offering price (2) | registration fee |
|--|--|---|---|-------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one share of common stock of Canon Inc. (Canon Kabushiki Kaisha) | 300,000,000 American Depositary Shares | \$0.05 | \$15,000,000 | \$1,605 |

(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.

**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 receipts | 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 Canon Inc. 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 Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (8) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) **Form of Deposit Agreement.** Form of Deposit Agreement among Canon Inc., 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. 333-8316 which is incorporated herein by reference.
- (a)(2) **Form of Amendment to Deposit Agreement.** Form of Amendment No. 1 to Deposit Agreement. 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).
- (f) **Power of Attorney.** Included as part of the signature pages hereto.

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 June 21, 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

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Canon Inc. 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 June 7, 2006.

CANON INC.

By : _____ / s / F u j i o
Mitarai
Name: Fujio Mitarai
Title: Chairman & Chief Executive
Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Hiroshi Kawashimo, General Manager of the Finance Division, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her 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 June 14, 2006, in the capacities indicated.

Signature

Title

/s/Fujio Mitarai .
Fujio Mitarai

Chairman & Chief Executive Officer

/s/Tsuneji Uchida
Tsuneji Uchida

President & Chief Operating Officer

/s/Toshizo Tanaka .

Senior Managing Director (Group
Executive Finance & Accounting
Headquarters)

Toshizo Tanaka

| | |
|---|--------------------------|
| . Nobuyoshi Tanaka | Senior Managing Director |
| /s/Junji Ichikawa . Junji Ichikawa | Senior Managing Director |
| Hajime Tsuruoka | Senior Managing Director |
| /s/Akiyoshi Moroe . Akiyoshi Moroe | Managing Director |
| /s/ Kunio Watanabe . Kunio Watanabe | Managing Director |
| . Hironori Yamamoto | Managing Director |
| . Yoroku Adachi | Managing Director |
| /s/Yasuo Mitsuhashi . Yasuo Mitsuhashi | Managing Director |
| /s/Katsuichi Shimizu . Katsuichi Shimizu | Director |
| . Ryoichi Bamba | Director |
| /s/Tomonori Iwashita . Tomonori Iwashita | Director |
| . Toshio Homma | Director |

.
Shigeru Imaiida Director

/s/Masahiro Osawa .
Masahiro Osawa Director

/s/Keijiro Yamazaki .
Keijiro Yamazaki Director

.
Shunichi Uzawa Director

.
Toshiyuki Komatsu Director

/s/Masaki Nakaoka .
Masaki Nakaoka Director

.
Shigeyuki Matsumoto Director

Haruhisa Honda Director

/s/Tetsuro Tahara .
Tetsuro Tahara Director

/s/Seijiro Sekine .
Seijiro Sekine Director

| | |
|--|-------------------|
| . Shunji Onda | Director |
| . /s/Teruomi Takahashi . Teruomi Takahashi | Corporate Auditor |
| . /s/Kunihiro Nagata . Kunihiro Nagata | Corporate Auditor |
| . Tadashi Ohe | Corporate Auditor |
| . Yoshinobu Shimizu | Corporate Auditor |
| . Minoru Shishikura | Corporate Auditor |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of America, has signed this Registration Statement in New York on June 20, 2006.

Authorized U.S. Representative

By: /s/Masahiro Haga

Name: Masahiro Haga

Title: Vice President & Treasurer, Canon U.S.A.,
Inc.

INDEX TO EXHIBITS

Exhibit

Number

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