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MITSUI & CO LTD  
Form F-6  
December 09, 2005

As filed with the Securities and Exchange Commission on December 9, 2005  
Registration No. 333 -

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM F-6 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933, AS AMENDED FOR  
AMERICAN DEPOSITARY SHARES EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS

Mitsui Bussan Kabushiki Kaisha  
(Exact name of issuer of deposited securities as specified in its charter)

Mitsui & Co., Ltd.  
(Translation of issuer's name into English)

Japan  
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

388 Greenwich Street  
New York, New York 10013  
(212) 816-6763  
(Address, including zip code, and telephone number, including area code, of  
depositary's principal executive offices)

CT Corporation System  
111 Eighth Avenue (13th floor)  
New York, New York 10011  
(212) 894-8940  
(Address, including zip code, and telephone number, including area code, of  
agent for service)

Copies to:

Izumi Akai, Esq.  
Sullivan & Cromwell LLP  
Otemachi First Square  
5-1, Otemachi 1-chome  
Chiyoda-ku, Tokyo 100-0004

Herman H. Raspe, Esq.  
Patterson, Belknap, Webb & Tyler LLP  
1133 Avenue of the Americas  
New York, New York 10036

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Japan

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

Table with 4 columns: Title of Each Class of Securities to be Registered, Amount to be Registered, Proposed Maximum Aggregate Price Per Unit\*, Proposed Maximum Aggregate Offer Price\*\*. Row 1: American Depositary Shares, each representing twenty (20) shares of common stock of Mitsui & Co., Ltd., 100,000,000, \$5.00, \$5,000,000.00

\* Each unit represents 100 American Depositary Shares.
\*\* 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 Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Location in Form of American

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Item Number and Caption	Depository Receipt ("Receipt") Filed Herewith as Prospectus
1. Name of Depository and address of its principal executive office	Paragraph (1)
2. Title of Receipts and identity of deposited securities	Paragraphs (1) and (2)
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depository Share ("ADSS")	Paragraph (1)
(ii) The procedure for voting, if any, the deposited securities	Paragraph (15)
(iii) The collection and distribution of dividends	Paragraphs (12) and (14)
(iv) The transmission of notices, reports and proxy soliciting material	Paragraphs (15) and (17)
(v) The sale or exercise of rights	Paragraphs (13) and (14)
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (12), (14) and (16)
(vii) Amendment, extension or termination of the deposit agreement	Paragraphs (9), (19) and (20) for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSS	Paragraph (17)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (3), (5), (6), (7),

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Item Number and Caption	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus
(x) Limitation upon the liability of the Depository	Paragraph (18)
(xi) Fees and charges which may be imposed directly or indirectly on holders of ADSS	Paragraph (10)

### Item 2. AVAILABLE INFORMATION

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's website

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(www.sec.gov), and can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal executive office of the depository.

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### PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amendment No. 1 to the Deposit Agreement filed as Exhibit (a)(i) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

##### Item 3. EXHIBITS

(a) (i) Form of Amendment No. 1 to the Deposit Agreement, by and among Mitsui & Co., Ltd. (the "Company"), Citibank, N.A., as depository (the "Depository"), and all Holders from time to time of American Depositary Receipts and European Depositary Receipts issued under the Deposit Agreement. - Filed herewith as Exhibit (a)(i).

(a) (ii) Deposit Agreement, dated as of October 1, 1982, among the Company, the Depository, and all Holders from time to time of American Depositary Receipts and European Depositary Receipts issued thereunder (the "Deposit Agreement") - Filed herewith as Exhibit (a)(ii).

(b) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. \_\_\_ None.

(c) Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years. \_\_\_ None.

(d) Opinion of counsel for the Depository as to the legality of the securities to be registered. \_\_\_ Filed herewith as Exhibit (d).

(e) Certificate under Rule 466. \_\_\_ None.

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. \_\_\_ Set forth on the signature pages hereto.

##### Item 4. UNDERTAKINGS

(a) The Depository undertakes to make available at the principal office of the Depository 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 Depository as the holder of the deposited

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securities, and (2) made generally available to the holders of the underlying securities by the issuer.

- (b) If the amount of fees charged is 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 (30) days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement, dated as of October 1, 1982, by and among Mitsui & Co., Ltd., Citibank, N.A., as depositary, and all holders from time to time of American Depositary Receipts and European Depositary Receipts to be issued thereunder, as proposed to be amended by Amendment No. 1 to 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 on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 9th day of December, 2005.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares registered hereunder and European Depositary Receipts evidencing European Depositary Shares, each American Depositary Share representing twenty (20) shares of common stock, of Mitsui & Co., Ltd.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Dana Lowe

-----  
Name: Dana Lowe  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Mitsui & 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 on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Tokyo, Japan, on December 9, 2005.

MITSUI & CO., LTD.

By: /s/ Kazuya Imai

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Name: Kazuya Imai  
Title: Executive Director; Senior Executive

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Managing Officer and Chief Financial Officer

## POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mr. Kazuya Imai to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on December 9, 2005.

Signature	Title
/s/ Shoei Utsuda ----- Name: Shoei Utsuda	Executive Director; President and Chief Executive Officer
/s/ Kazuya Imai ----- Name: Kazuya Imai	Executive Director; Senior Executive Managing Officer and Chief Financial Officer
/s/ Motonori Murakami ----- Name: Motonori Murakami	Managing Officer; General Manager, General Accounting & Risk Management Division
/s/ Nobuo Ohashi ----- Name: Nobuo Ohashi	Chairman and Director
/s/ Tetsuya Matsuoka ----- Name: Tetsuya Matsuoka	Executive Director; Executive Vice President
/s/ Masataka Suzuki ----- Name: Masataka Suzuki	Executive Director; Executive Vice President
----- Name: Gempachiro Aihara	Executive Director; Senior Executive Managing Officer

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/s/ Yushi Nagata  
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Name: Yushi Nagata

Executive Director; Senior Executive  
Managing Officer

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Name: Hiroshi Tada

Executive Director; Senior Executive  
Managing Officer

-----  
Name: Yasunori Yokote

Executive Director; Senior Executive  
Managing Officer

-----  
Name: Akishige Okada

Director

-----  
Name: Akira Chihaya

Director

Authorized Representative in the U.S.

/s/ Motokazu Yoshida  
-----  
Name: Motokazu Yoshida

Executive Managing Officer; Chairman  
for the Americas

Index to Exhibits

Exhibit -----	Document -----	Sequentially Numbered Page -----
(a) (i)	Form of Amendment No. 1	
(a) (ii)	Deposit Agreement	
(d)	Opinion to the Depositary	