

OPNEXT INC

Form 3

February 14, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

HITACHI LTD

(Last) (First) (Middle)

6-6, MARUNOUCHI 1-CHOME

(Street)

CHIYODA-KU, TOKYO,
JAPAN 100-8280

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/14/2007

3. Issuer Name and Ticker or Trading Symbol
OPNEXT INC [OPXT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

35,000,000

D H

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
options to purchase common stock	11/16/2001	11/12/2011	Common Stock	250,000	\$ 15	D	Â
options to purchase common stock	11/16/2001	01/23/2012	Common Stock	2,500	\$ 15	D	Â
options to purchase common stock	11/16/2002	11/12/2011	Common Stock	250,000	\$ 15	D	Â
options to purchase common stock	11/16/2003	12/18/2013	Common Stock	255,000	\$ 15	D	Â
options to purchase common stock	11/16/2004	12/18/2013	Comon Stock	252,500	\$ 15	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HITACHI LTD 6-6, MARUNOUCHI 1-CHOME CHIYODA-KU, TOKYO, JAPANÂ 100-8280	Â	Â X	Â	Â

Signatures

/s/ Tammy L. Wedemeyer, as attorney-in-fact 02/13/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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