

MITSUBISHI UFJ FINANCIAL GROUP INC
Form 6-K
November 20, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Issuer

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

For the month of November, 2006

MITSUBISHI UFJ FINANCIAL GROUP, INC.

(Translation of registrant's name into English)

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

Tokyo 100-8330, Japan

(Address of principal executive offices)

[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

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: November 20, 2006

MITSUBISHI UFJ FINANCIAL GROUP, INC.

By: /S/ Ryutaro Kusama

Name: Ryutaro Kusama

Title: Chief Manager, General Affairs

Corporate Administration Division

Mitsubishi UFJ Financial Group, Inc.

Mitsubishi UFJ Securities Co., Ltd.

Notice regarding revisions to basic agreement on proposed share exchange to make Mitsubishi

UFJ Securities a wholly-owned subsidiary of MUFG

Tokyo, November 20, 2006 Mitsubishi UFJ Financial Group, Inc. (MUFG) and Mitsubishi UFJ Securities Co., Ltd. (MUS) announced today a change in the schedule as described below with respect to the proposed share exchange agreement previously announced on August 29, 2006 to make MUS a wholly-owned subsidiary of MUFG, which agreement is subject to approval by MUS shareholders and the relevant authorities.

There are no other changes to the transaction from the previously announced press release of August 29, 2006.

The share exchange will not affect MUFG's earnings forecast for the fiscal year ending March 31, 2007, announced today.

1. Tentative Schedule to Make MUS a Wholly-Owned Subsidiary of MUFG

| | Previously announced schedule | Revised schedule |
|---|--------------------------------------|---|
| Board meetings to approve share exchange agreement | Middle of November 2006 | Late March 2007 |
| Signing of share exchange agreement | Middle of November 2006 | Late March 2007 |
| General shareholders' meeting to approve share exchange agreement (MUS) | Late February 2007 | Late June 2007 (regular annual shareholders meeting) |
| Effective date of share exchange | March 31, 2007 | September 30, 2007 |

(Note) MUFG will conduct this share exchange transaction without obtaining shareholder approval at its general shareholders meeting, since this share exchange transaction is deemed a simple share exchange under Article 796-3 of the Company Law of Japan.

2. Reasons for Schedule Change

In recent years, the evolving global regulatory environment has required companies to strengthen their internal controls as evidenced by the Sarbanes-Oxley Act in the United States and the Financial Instruments and Exchange Law in Japan. Accordingly, the strengthening of internal controls is currently one of the main focus areas for MUFG's management. As a NYSE-listed company that will be required to disclose management's assessment relating to the effectiveness of its internal controls over financial reporting, MUFG is aiming to establish effective internal controls over financial reporting for the fiscal year ending March 31, 2007. The SEC filing relating to the proposed share exchange agreement to make MUS a wholly-owned subsidiary of MUFG will include U.S. GAAP financial information. The change in the schedule is intended to ensure that such U.S. GAAP financial information has been properly prepared.

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Contacts:

Mitsubishi UFJ Financial Group, Inc.
Mitsubishi UFJ Securities Co., Ltd.

Public Relations Division
Public & Investor Relations Office

81-3-3240-7651
81-3-6213-6584

Filings with the U.S. SEC

Mitsubishi UFJ Financial Group, Inc. (MUFG) filed a registration statement on Form F-4 (Form F-4) with the U.S. SEC in connection with the proposed share exchange transaction to make Mitsubishi UFJ Securities Co., Ltd. (MUS) a wholly-owned subsidiary of MUFG. The Form F-4 contains a prospectus and other documents. After the Form F-4 is declared effective, MUS plans to mail the prospectus contained in the Form F-4 to its U.S. shareholders prior to the shareholders meeting at which the proposed transaction will be voted upon. The Form F-4 and prospectus contain important information about MUFG, MUS, the share exchange transaction and related matters. U.S. shareholders of MUS are urged to read the Form F-4, the prospectus and the other documents that are filed with the U.S. SEC in connection with the share exchange transaction carefully before they make any voting and investment decision with respect to the proposed share exchange transaction. The Form F-4, the prospectus and all other documents filed with the U.S. SEC in connection with the share exchange transaction will be available when filed, free of charge, on the U.S. SEC's web site at www.sec.gov. In addition, the prospectus and all other documents filed with the U.S. SEC in connection with the share exchange transaction will be made available to MUS shareholders, free of charge, by calling, writing or e-mailing:

MUFG Contact :

Mr. Hitoshi Shimamura

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

Tokyo 100-8330, Japan

Telephone : 81-3-3240-6608

Email: Hitoshi_Shimamura@hd.mufg.jp

MUS Contact :

Mr. Hiroshi Kutose

2-5-2, Marunouchi, Chiyoda-ku,

Tokyo 100-0005, Japan

Telephone : 81-3-6213-6584

Email: kutose-hiroshi@sc.mufg.jp

In addition to the Form F-4, the prospectus and the other documents filed with the U.S. SEC in connection with the share exchange transaction, MUFG is obligated to file annual reports with, and submit other information to, the U.S. SEC. Such filings with the U.S. SEC are available to the public from commercial document retrieval services and at the web site maintained by the U.S. SEC at www.sec.gov.

Forward-Looking Statements

This communication contains forward-looking information and statements about MUFG, MUS and their businesses after completion of the transaction. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements are generally identified by the words expect, anticipates, believes, intends, estimates and similar expressions. Although MUFG's and MUS's management believe that the expectations reflected in such forward-looking statements are reasonable, investors and holders of MUS securities are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of MUFG and MUS, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public filings with the U.S. SEC and the local filings made by MUFG and MUS, including those listed under Cautionary Statement Concerning Forward-Looking Statements and Risk Factors in the prospectus included in the registration statement on Form F-4 that MUFG has filed with the U.S. SEC. Other than as required by applicable law, MUFG and MUS do not undertake any obligation to update or revise any forward-looking information or statements.