

MATSUSHITA ELECTRIC INDUSTRIAL CO LTD

Form 6-K

August 29, 2008

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## FORM 6-K

### SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of

The Securities Exchange Act of 1934

For the Month of August 2008

Commission File Number: 1-6784

## Matsushita Electric Industrial Co., Ltd.

Kadoma, Osaka, Japan

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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**This Form 6-K consists of:**

1. News release issued on August 6, 2008, by Matsushita Electric Industrial Co., Ltd., announcing the repurchase of a portion of its own shares.
2. Quarterly report for the three months ended June 30, 2008, filed on August 8, 2008 with the Japanese government pursuant to the Financial Instruments and Exchange Law of Japan. (English translation)

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**SIGNATURE**

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.

Matsushita Electric Industrial Co., Ltd.

By: /s/ YUKITOSHI ONDA  
Yukitoshi Onda, Attorney-in-Fact  
General Manager of Investor Relations  
Matsushita Electric Industrial Co., Ltd.

Dated: August 29, 2008

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August 6, 2008

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**Matsushita Electric Executes Own Share Repurchase**

Osaka, Japan, August 6, 2008 Matsushita Electric Industrial Co., Ltd. (MEI [NYSE symbol: MC]), best known for its Panasonic brand, announced that it has repurchased a portion of its own shares from the market in conformity with provisions of Article 459, Paragraph 1, Item 1 of the Company Law of Japan.

Details of the share repurchase are as follows:

1. Class of shares: Common stock
2. Period of repurchase: Between July 30, 2008 and August 6, 2008
3. Aggregate number of shares repurchased: 6,470,000 shares
4. Aggregate repurchase amount: 14,999,155,000 yen
5. Method of repurchase: Shares were repurchased on the Tokyo Stock Exchange

(Reference 1)

- 1) The following details were resolved at the Board of Directors meeting held on April 28, 2008:

Class of shares: Common stock

Aggregate number of repurchasable shares: Up to 50 million shares

Aggregate repurchase amount: Up to 100 billion yen

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Period of repurchase: From April 30, 2008 to late March 2009

2) Cumulative total of shares repurchased since the April 28, 2008 Board of Directors resolution through today:

Aggregate number of shares repurchased: 29,634,000 shares

Aggregate repurchase amount: 69,996,935,000 yen  
(Reference 2)

The number of shares issued and treasury stock as of June 30, 2008:

Total number of shares issued (excluding treasury stock): 2,084,173,536 shares

Treasury stock: 368,879,961 shares

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[English summary with full translation of consolidated financial information]

**Quarterly Report filed with the Japanese government  
pursuant to the Financial Instruments and Exchange  
Law of Japan**

**For the three months ended**

**June 30, 2008**

**Matsushita Electric Industrial Co., Ltd.**  
**Osaka, Japan**

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**Disclaimer Regarding Forward-Looking Statements**

This quarterly report includes forward-looking statements (within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934) about Matsushita and its Group companies (the Matsushita Group). To the extent that statements in this quarterly report do not relate to historical or current facts, they constitute forward-looking statements. These forward-looking statements are based on the current assumptions and beliefs of the Matsushita Group in light of the information currently available to it, and involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors may cause the Matsushita Group's actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position expressed or implied by these forward-looking statements. Matsushita undertakes no obligation to publicly update any forward-looking statements after the date of this quarterly report. Investors are advised to consult any further disclosures by Matsushita in its subsequent filings with the U.S. Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 and its other filings.

The risks, uncertainties and other factors referred to above include, but are not limited to, economic conditions, particularly consumer spending and corporate capital expenditures in the United States, Europe, Japan, China and other Asian countries; volatility in demand for electronic equipment and components from business and industrial customers, as well as consumers in many product and geographical markets; currency rate fluctuations, notably between the yen, the U.S. dollar, the euro, the Chinese yuan, Asian currencies and other currencies in which the Matsushita Group operates businesses, or in which assets and liabilities of the Matsushita Group are denominated; the ability of the Matsushita Group to respond to rapid technological changes and changing consumer preferences with timely and cost-effective introductions of new products in markets that are highly competitive in terms of both price and technology; the ability of the Matsushita Group to achieve its business objectives through joint ventures and other collaborative agreements with other companies; the ability of the Matsushita Group to maintain competitive strength in many product and geographical areas; the possibility of incurring expenses resulting from any defects in products or services of the Matsushita Group; the possibility that the Matsushita Group may face intellectual property infringement claims by third parties; current and potential, direct and indirect restrictions imposed by other countries over trade, manufacturing, labor and operations; fluctuations in market prices of securities and other assets in which the Matsushita Group has holdings or changes in valuation of long-lived assets, including property, plant and equipment and goodwill, and deferred tax assets and uncertain tax positions; future changes or revisions to accounting policies or accounting rules; as well as natural disasters including earthquakes and other events that may negatively impact business activities of the Matsushita Group. The factors listed above are not all-inclusive and further information is contained in Matsushita's latest annual report on Form 20-F, which is on file with the U.S. Securities and Exchange Commission.

Note: Certain information previously filed with the SEC in other reports, is not included in this English translation.

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**I Corporate Information****(1) Consolidated Financial Summary**

	Yen (millions), except per share amounts	
	Three months ended June 30, 2008	Year ended March 31, 2008
Net sales	2,151,997	9,068,928
Income before income taxes	119,255	434,993
Net income	73,031	281,877
Total stockholders' equity	3,767,720	3,742,329
Total assets	7,615,179	7,443,614
Stockholders' equity per share of common stock (yen)	1,807.78	1,781.11
Net income per share of common stock, <i>basic</i> (yen)	34.83	132.90
Net income per share of common stock, <i>diluted</i> (yen)	34.83	132.90
Stockholders' equity / total assets (%)	49.5	50.3
Net cash provided by operating activities	122,757	466,058
Net cash used in investing activities	(184,891)	(61,371)
Net cash used in financing activities	(35,769)	(203,548)
Cash and cash equivalents at end of period	1,156,636	1,214,816
Total employees (persons)	310,581	305,828

- Notes:
1. The Company's consolidated financial statements are prepared in conformity with U.S. generally accepted accounting principles (U.S. GAAP).
  2. Victor Company of Japan, Ltd. (JVC) and its subsidiaries became associated companies under the equity method from Matsushita's consolidated subsidiaries from August 2007.

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**(2) Principal Businesses**

The Matsushita Group is comprised primarily of the parent Matsushita Electric Industrial Co., Ltd. and 544 consolidated subsidiaries in and outside of Japan, operating in close cooperation with each other. As a comprehensive electronics manufacturer, Matsushita is engaged in production, sales and service activities in a broad array of business areas.

The Company's business segment classifications consist of five segments, namely, Digital AVC Networks, \* Home Appliances, MEW and PanaHome, Components and Devices, and Other.

Matsushita will accelerate a phase change for further growth toward global excellence. From fiscal 2009 onward, with the aim at further clarifying its business fields for investors, Matsushita will newly disclose three business fields of the group which consist of five business segments as follows:

Digital AVC Networks Solution :

Digital AVC Networks segment

Solutions for the Environment and Comfortable Living :

Home Appliances and MEW and PanaHome segments

Devices and Industry Solution :

Components and Devices and Other segments

For production, Matsushita adopts a management system that takes charge of each product in the Company or its affiliates. In recent years, the Company has been enhancing production capacity at its overseas affiliates, to further develop global business. Meanwhile, in Japan, Matsushita's products are sold through sales channels at its domestic locations, each established according to products or customers. The Company also sells directly to large-scale consumers, such as the Government and corporations.

For export, sales are handled mainly through sales subsidiaries and agents located in respective countries.

Certain products produced at domestic affiliates are purchased by the Company and sold through the same sales channels as products produced by the Company itself. Additionally, products produced at overseas affiliates are sold mainly through sales subsidiaries in respective countries.

Meanwhile, most import operations are carried out internally, with the aim of expanding international economic cooperation.

Certain MEW and PanaHome products are sold on a proprietary basis at home and abroad.

\* The name of AVC Networks was changed to Digital AVC Networks from fiscal 2009.

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The main products and main group companies for each business segment are as follows:

**Digital AVC Networks**

**Video and Audio Equipment**

Plasma and LCD TVs, DVD recorders/players, camcorders, digital cameras, compact disc (CD), Mini Disc (MD) and Secure Digital (SD) players, other personal and home audio equipment, SD Memory Cards and other recordable media, optical pickup and other electro-optic devices, etc.

**Information and Communications Equipment**

PCs, optical disc drives, copiers, printers, telephones, mobile phones, facsimile equipment, broadcast- and business-use AV equipment, communications network-related equipment, traffic-related systems, car AVC equipment, healthcare equipment, etc.

The main group companies for Digital AVC Networks are:

Matsushita Electric Industrial Co., Ltd.

Panasonic Mobile Communications Co., Ltd.

Panasonic Communications Co., Ltd.

Panasonic Shikoku Electronics Co., Ltd.

Panasonic Corporation of North America

Panasonic AVC Networks Czech, s.r.o.

**Home Appliances**

Refrigerators, room air conditioners, washing machines, clothes dryers, vacuum cleaners, electric irons, microwave ovens, rice cookers, other cooking appliances, dish washer/dryers, electric fans, air purifiers, electric heating equipment, electric hot water supply equipment, sanitary equipment, electric lamps, ventilation and air-conditioning equipment, car air conditioners, compressors, vending machines, etc.

The main group companies for Home Appliances are:

Matsushita Electric Industrial Co., Ltd.

Matsushita Ecology Systems Co., Ltd.

Panasonic Home Appliances Air-Conditioning (Guangzhou) Co., Ltd.

Panasonic Refrigeration Devices Singapore Pte. Ltd.

### **MEW and PanaHome**

Lighting fixtures, wiring devices, personal-care products, health enhancing products, water-related products, modular kitchen systems, interior furnishing materials, exterior finishing materials, electronic and plastic materials, automation controls, detached housing, rental apartment housing, medical and nursing care facilities, home remodeling, residential real estate, etc.

The main group companies for MEW and PanaHome are:

Matsushita Electric Works, Ltd.

PanaHome Corporation

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**Components and Devices**

Semiconductors, general components (capacitors, tuners, circuit boards, power supplies, circuit components, electromechanical components, speakers, etc.), electric motors, batteries, etc.

The main group companies for Components and Devices are:

Matsushita Electric Industrial Co., Ltd.

Panasonic Electronic Devices Co., Ltd.

Matsushita Battery Industrial Co., Ltd.

Panasonic Electronic Devices Corporation of America

Panasonic Electronic Devices Malaysia Sdn. Bhd.

**Other**

Electronic-components-mounting machines, industrial robots, welding equipment, bicycles, imported materials and components, etc.

The main group companies for Other are:

Matsushita Electric Industrial Co., Ltd.

Panasonic Factory Solutions Co., Ltd.

Matsushita Welding Systems Co., Ltd.

Panasonic Factory Solutions Singapore Pte. Ltd.



Panasonic Welding Systems (Tangshan) Co., Ltd.

**(3) Changes in Subsidiaries and Associated Companies**

1. Matsushita absorbed Matsushita Refrigeration Company on April 1, 2008.
2. On July 29, 2008, Matsushita's Board of Directors decided to absorb Matsushita Battery Industrial Co., Ltd. on October 1, 2008.

**(4) Number of Employees (as of June 30, 2008)**

- |                  |         |
|------------------|---------|
| 1. Consolidated: | 310,581 |
| 2. Parent-alone: | 44,814  |

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**II The Business**

**(1) Operating Results**

In the electronics industry during the first quarter under review, while there was a growing demand before the Beijing Olympics, severe business conditions continued both in Japan and overseas, due mainly to price declines centered on digital products, a stronger yen against the U.S. dollar and rising prices for raw materials and energy. Under these circumstances, in fiscal 2009 as the middle year of the three-year mid-term management plan GP3, Matsushita is striving to produce successful results and create a new trend for achieving goals. Aiming at getting growth back on track and strengthening profitability, Matsushita is implementing initiatives focused on four major themes: double-digit growth in overseas sales, expansion of four strategic businesses, manufacturing innovation and the eco ideas strategy.

Consolidated group sales for the first quarter amounted to 2,152.0 billion yen. Explaining the first quarter results, sales gains were recorded in digital AV products.

Regarding earnings, operating profit\* for the first quarter amounted to 109.6 billion yen. Despite the negative effects of intensified global price competition and a stronger yen against the U.S. dollar, as well as rising prices for crude oil and other raw materials, this result was due primarily to sales gains in real terms excluding the effects of JVC\*\*, and comprehensive cost reduction activities including materials costs and fixed costs.

In other income (deductions), the Company recorded 7.2 billion yen as interest income and 5.3 billion yen as dividends received. These and other factors resulted in income before income taxes of 119.3 billion yen.

Provision for income taxes amounted to 42.4 billion yen and the effective tax rate to income before income taxes resulted in 35.6%, due mainly to increased tax advantage in overseas subsidiaries in lower tax countries.

Minority interests and equity in earnings of associated companies were 4.1 billion yen and 0.3 billion yen, respectively.

As a result of all the factors stated, the Company recorded a net income of 73.0 billion yen.

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- \* In order to be consistent with financial reporting practices generally accepted in Japan, operating profit (loss) is presented as net sales less cost of sales and selling, general and administrative expenses. Under U.S. generally accepted accounting principles, expenses associated with the implementation of early retirement programs at certain domestic and overseas companies are included as part of operating profit in the consolidated statements of income.
  
- \*\* Victor Company of Japan, Ltd. and its subsidiaries became associated companies under the equity method from Matsushita's consolidated subsidiaries from August 2007. Accordingly, sales of JVC from August 2007 to September 2007 are excluded from the consolidated group sales.

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**(2) Operating Results by Business Field and by Business Segment**

The Company's business segment classifications consist of five segments, namely, Digital AVC Networks, Home Appliances, MEW and PanaHome, Components and Devices, and Other.

Matsushita will accelerate a phase change for further growth toward global excellence. From fiscal 2009 onward, with the aim at further clarifying its business fields for investors, Matsushita will newly disclose three business fields of the group which consist of five business segments as follows:

Digital AVC Networks Solution :

Digital AVC Networks segment

Solutions for the Environment and Comfortable Living :

Home Appliances and MEW and PanaHome segments

Devices and Industry Solution :

Components and Devices and Other segments

*1. Digital AVC Networks Solution*

Sales of Digital AVC Networks Solution amounted 1,046.4 billion yen and segment profit was 55.0 billion yen. The breakdown is as follows:

a. Digital AVC Networks

Digital AVC Networks sales amounted to 1,046.4 billion yen. A significant sales increase of flat-panel TVs in video and audio equipment, as well as favorable sales of digital cameras and DVD recorders, contributed to an overall sales increase. Sales of information and communications equipment decreased due mainly to sluggish sales in automotive electronics equipment. Despite the price declines mainly in digital AV products, segment profit amounted to 55.0 billion yen. This was due primarily to sales increases of flat-panel TVs, digital cameras, DVD recorders and mobile

phones, in addition to the rationalization effects.

2. Solutions for the Environment and Comfortable Living

Sales of Solutions for the Environment and Comfortable Living amounted to 784.8 billion yen and segment profit was 42.0 billion yen. The breakdown is as follows:

b. Home Appliances

Sales of Home Appliances amounted to 352.1 billion yen. Despite sluggish sales in compressors and other products, favorable sales in refrigerators and electric lamps contributed to an overall sales increase. Despite the negative effects of rising raw materials prices, segment profit amounted to 31.5 billion yen, due primarily to the rationalization effects and sales gains in high value-added products such as refrigerators.

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c. MEW and PanaHome

Sales of MEW and PanaHome amounted to 432.8 billion yen. At MEW and its subsidiaries, sales gains were recorded with favorable sales in electrical construction materials and automation controls. At PanaHome Corporation and its subsidiaries, sluggish housing market conditions led to a decrease in sales. Segment profit amounted to 10.5 billion yen, mainly as a result of rationalization effects.

3. *Devices and Industry Solution*

Sales of Devices and Industry Solution amounted to 624.0 billion yen and segment profit was 33.4 billion yen. The breakdown is as follows:

d. Components and Devices

Sales of Components and Devices amounted to 334.6 billion yen. Sluggish sales of general electronic components and batteries resulted in a decrease in sales. Segment profit amounted to 19.5 billion yen, mainly as a result of rationalization efforts.

e. Other

Sales for Other amounted to 289.4 billion yen, due mainly to sales gains in factory automation equipment. Segment profit amounted to 13.9 billion yen, mainly as a result of an increase in sales.

**First-quarter Results by Domestic and Overseas Company Location\***

\* The following information shows the geographical sales and profit by region for the three months ended June 30, 2008.

Japan

Although sales gains were recorded in flat-panel TVs, DVD recorders, mobile phones and refrigerators, sales of companies in Japan amounted to 1,638.5 billion yen. This was due mainly to a decrease in sales as a result of deconsolidation of JVC. Profit in this region amounted to 100.7 billion yen, as a result of sales gains in real terms excluding the effects of JVC and the rationalization effects.

Americas

Although sales gains were recorded in flat-panel TVs, digital cameras and DVD recorders, sales of companies in the Americas amounted to 275.0 billion yen. This was due mainly to a decrease in sales as a result of deconsolidation of JVC and the effects of a stronger yen against the U.S. dollar. Profit in this region amounted to 4.3 billion yen mainly as a result of rationalization efforts.

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*Europe*

Although favorable sales were recorded in flat-panel TVs and digital cameras, sales of companies in Europe amounted to 294.3 billion yen. This was due mainly to a decrease in sales as a result of deconsolidation of JVC. Profit in this region resulted in a loss of 0.3 billion yen. Despite the rationalization efforts, the effect of price declines led to this result.

*Asia and Others*

Despite a decrease in sales as a result of deconsolidation of JVC, sales of companies in Asia and Others amounted to 733.9 billion yen. This was due mainly to favorable sales in flat-panel TVs, digital cameras and other digital AV products, as well as white goods such as air-conditioners and refrigerators. Geographical profit amounted to 33.9 billion yen, due mainly to favorable sales and rationalization effects.

**(3) Consolidated Assets, Liabilities, Minority Interests and Stockholders Equity**

The Company's consolidated total assets as of June 30, 2008 increased 171.6 billion yen to 7,615.2 billion yen, compared with 7,443.6 billion yen at the end of fiscal 2008. With regard to assets, inventories increased to 138.5 billion yen for seasonal factors, compared with the end of fiscal 2008.

With regard to liabilities, current liabilities were up by 79.4 billion yen and fixed liabilities were up by 65.2 billion yen from the end of fiscal 2008, due mainly to an increase in short-term borrowings and an issuance of bonds in its subsidiary. Accordingly, total liabilities resulted in 3,331.2 billion yen.

Minority interests increased 1.7 billion yen to 516.2 billion yen.

Stockholders' equity increased 25.4 billion yen, compared with the end of the last fiscal year's 3,742.3 billion yen, to 3,767.7 billion yen. Treasury stock increased 40.7 billion yen, as a result of the repurchase of the Company's own shares as part of Matsushita's financial strategy to enhance shareholder value. Pension liability adjustments decreased 72.7 billion yen, due mainly to a change in the measurement date to March 31 for those postretirement benefit plans with a December 31 measurement date in conformity with the provisions regarding the change in the measurement



date of postretirement benefit plan of Statement of Financial Accounting Standards (SFAS) No. 158. Meanwhile, other retained earnings increased 30.4 billion yen and cumulative translation adjustments increased 86.2 billion yen as a result of the correction of the yen appreciation against the U.S. dollar.

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**(4) Cash Flows**

*Cash flows from operating activities*

Net cash provided by operating activities in the fiscal 2009 first quarter amounted to 122.8 billion yen. Despite increased inventories, this was attributable mainly to net income and depreciation.

*Cash flows from investing activities*

Net cash used in investing activities amounted to 184.9 billion yen. Capital expenditures for tangible fixed assets were 163.5 billion yen, mainly consisting of manufacturing facilities for priority business areas such as plasma display panels (PDP), liquid crystal display (LCD) panels and semiconductors.

*Cash flows from financing activities*

Net cash used in financing activities amounted to 35.8 billion yen. Although long-term liabilities increased associated with the issuance of bonds in its subsidiary, an increase in repurchase of the Company's common stock and dividends payments led to overall increase in cash outflows.

With all these activities, cash and cash equivalents for the first quarter of fiscal 2009, with a positive effect of 39.7 billion yen for exchange rate changes, resulted in 1,156.6 billion yen.

**(5) Research and Development**

Matsushita's R&D expenditures for the first quarter of fiscal 2009 totaled 131.1 billion yen.

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**III Property, Plant and Equipment****(1) Capital Investment\***

During the first quarter ended June 30, 2008, the Company invested a total of 102,682 million yen in property, plant and equipment, with emphasis on production facilities in such strategically important areas as PDP and LCD panels, and semiconductors. The breakdown of capital investment by business segment is as follows:

<b>Business Segment</b>	<b>Yen (millions)</b>
Digital AVC Networks	49,309
Home Appliances	13,856
MEW and PanaHome	9,578
Components and Devices	24,119
Other	596
Subtotal	97,458
Corporate	5,224
Total	102,682

\* The above figures are calculated on an accrual basis.

**(2) Plan of the purchase and retirement of major property, plant and equipment**

During the three months ended June 30, 2008, there was no material change in the purchase and retirement of major property, plant and equipment from the plan at the end of March 31, 2008. Meanwhile, on July 29, 2008, Matsushita's Board of Directors decided to construct a new lithium-ion battery plant in Osaka City. Total capital expenditures for the plant are estimated to be approximately 100 billion yen.

\* The above figures are calculated on an accrual basis.

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**IV Shares and Shareholders****(1) Shares of Common Stock Issued as of June 30, 2008: 2,453,053,497 shares**

The common stock of the Company is listed on the Tokyo, Osaka and Nagoya stock exchanges in Japan. In the United States, the Company's American Depositary Shares (ADSs) have been listed on the New York stock exchange.

**(2) Amount of Common Stock (Stated Capital) as of June 30, 2008: 258,740 million yen****(3) Stock Price**

The following table sets forth the monthly reported high and low market prices per share of the Company's common stock on the Tokyo Stock Exchange for the first quarter of fiscal 2009:

	Yen		
	April	May	June
High	2,445	2,510	2,515
Low	2,000	2,260	2,270

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**V Financial Statements**

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MATSUSHITA ELECTRIC INDUSTRIAL CO., LTD.  
AND SUBSIDIARIES

Consolidated Balance Sheets

June 30 and March 31, 2008

<b>Assets</b>	<b>Yen (millions)</b>	
	<b>June 30, 2008</b>	<b>March 31, 2008</b>
Current assets:		
Cash and cash equivalents	1,156,636	1,214,816
Time deposits	129,926	70,108
Short-term investments (Note 3)	31,727	47,414
Trade receivables:		
Notes	69,331	59,060
Accounts	1,061,826	1,046,991
Allowance for doubtful receivables	(22,241)	(20,868)
Net trade receivables	1,108,916	1,085,183
Inventories (Note 2)	1,002,813	864,264
Other current assets	514,531	517,409
Total current assets	3,944,549	3,799,194
Investments and advances (Note 3)	860,624	842,156
Property, plant and equipment (Note 5):		
Land	308,853	308,365
Buildings	1,577,399	1,559,357
Machinery and equipment	2,726,325	2,592,229
Construction in progress	111,483	120,026
	4,724,060	4,579,977
Less accumulated depreciation	2,896,004	2,822,604