

HITACHI LTD
Form 20-F/A
July 29, 2010
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A
(Amendment No. 1)

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended March 31, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report _____

Commission file number: 1-8320

KABUSHIKI KAISHA HITACHI SEISAKUSHO

(Exact name of Registrant as specified in its charter)

Hitachi, Ltd.

Edgar Filing: HITACHI LTD - Form 20-F/A

(Translation of Registrant's name into English)

Japan

(Jurisdiction of incorporation or organization)

6-6, Marunouchi 1-chome, Chiyoda-ku,

Tokyo 100-8280, Japan

(Address of principal executive offices)

Legal Division; +81-3-3258-1111; +81-3-4564-2148; 6-6, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8280, Japan

(Name, Telephone, Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
American depository shares, or ADSs, each of which represents ten shares of common stock	New York Stock Exchange
Common stock without par value	New York Stock Exchange*

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of March 31, 2010, the number of outstanding shares of common stock was 4,474,118,114.**

* Not for trading, but only for technical purposes in connection with the listing of the ADSs.

** The number of outstanding shares of common stock excludes the number of shares of common stock held by Hitachi, Ltd. and its subsidiary.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Edgar Filing: HITACHI LTD - Form 20-F/A

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Table of Contents

TABLE OF CONTENTS

	Page
<u>EXPLANATORY NOTE</u>	1
<u>Item 6. Directors, Senior Management and Employees</u>	2
<u>A. Directors and Senior Management</u>	2
<u>B. Compensation</u>	10
<u>C. Board Practices</u>	11
<u>D. Employees</u>	12
<u>E. Share Ownership</u>	13
<u>SIGNATURES</u>	14
<u>EXHIBIT INDEX</u>	15

Table of Contents

EXPLANATORY NOTE

This Amendment No. 1 on Form 20-F/A has been filed by us to amend the annual report on Form 20-F for the fiscal year ended March 31, 2010 filed on June 29, 2010. This amendment includes corrections of certain errors that were included in the original report as noted below. We do not intend to revise, update, amend or restate the information presented in any other items of such annual report on Form 20-F or reflect any events that have occurred after the filing of such annual report on Form 20-F. Among other things, forward-looking statements and risk factors contained in such annual report on Form 20-F have not been revised to reflect events, results or developments that have occurred or facts that became known to us after filing such annual report on Form 20-F, and such forward-looking statements and risk factors should be read in their historical context.

The principal changes are as follows:

Item 6. Directors, Senior Management and Employees

E. Share Ownership

The number of shares of our common stock owned by Mr. Takashi Kawamura as of June 29, 2010 is amended from 88,000 shares to 127,720 shares, and thereby the total number of shares of our common stock owned by Directors and Executive Officers as of June 29, 2010 is amended from 1,420,450 shares to 1,460,170 shares.

With the exception of the foregoing amendments, no part of the annual report on Form 20-F for the fiscal year ended March 31, 2010 filed on June 29, 2010 is being amended, and the filing of this Amendment No. 1 on Form 20-F/A should not be understood to mean that any other statements contained therein are true or complete as of any date subsequent to June 29, 2010.

Table of Contents**Item 6. Directors, Senior Management and Employees****A. Directors and Senior Management**

We have adopted the Committee System permitted as a form of corporate organization pursuant to the Companies Act. Each company adopting the Committee System, including us, is required to (i) establish within our board of directors nominating, audit and compensation committees, a majority of the members of each of which must be outside directors, and (ii) appoint executive officers responsible for executing the business of such company. The Companies Act defines an outside director as a director who is not and has not been an executive director (a representative director or a director who executes such company's business), executive officer, manager or any other employee of such company or its subsidiaries. Under the Committee System, a company is not allowed to have corporate auditors but is instead required to delegate auditing function responsibilities to its audit committee. For information regarding our implementation of the Committee System, see C. Board Practices below.

Set forth below are the names of our directors, or Directors, and executive officers, or Executive Officers, as of June 29, 2010. All Directors were elected at our general meeting of shareholders held on June 29, 2010 for a term of one year. While the Board Director (Chair), Mr. Tadamichi Sakiyama, does not concurrently serve as an Executive Officer, three Directors, Mr. Takashi Kawamura, Mr. Hiroaki Nakanishi and Mr. Takashi Miyoshi, do concurrently serve as Executive Officers. Five Directors, Ms. Yoshie Ota, Messrs. Mitsuo Ohashi, Akihiko Nomiyama, Kenji Miyahara and Tohru Motobayashi, are outside Directors who fulfill the qualification requirements as provided for in the Companies Act. The term of office of all Executive Officers began from April 1, 2010 and will expire on March 31, 2011.

Directors

Name (Date of birth)	Current position (Principal position	Business experience, including experience	
	outside Hitachi, if any)	Date	in Hitachi, and functions
Tadamichi Sakiyama (Jun. 13, 1941)	Board Director (Chair)	6/2009	Board Director (Chair), Hitachi, Ltd.
		6/2006	Director, Hitachi, Ltd.
		4/2006	Director, Hitachi Construction Machinery, Co., Ltd.
		6/2003	Executive Vice President, Executive Officer and Director, Hitachi Construction Machinery, Co., Ltd.
		4/2003	Executive Vice President and Representative Director, Hitachi Construction Machinery, Co., Ltd.
		6/2001	Board Director, Senior Vice President, Hitachi Construction Machinery, Co., Ltd.
		4/1999	General Manager, Internal Auditing Office
Yoshie Ota (Sep. 1, 1942)	Director	4/1964	Joined Hitachi, Ltd.
		6/2007	Director, Hitachi, Ltd.
		7/2005	Advisor, Japan Institute of Workers Evolution (Retired in March 2010)
		7/1998	Chairman, Japan Institute of Workers Evolution
		6/1995	Director-General, Women's Bureau, Ministry of Labour
		7/1994	Director-General, Minister's Secretariat, Ministry of Labour
12/1991	Vice Governor of Ishikawa Prefecture		

Table of Contents

Name (Date of birth)	Current position (Principal position outside Hitachi, if any)		Business experience, including experience in Hitachi, and functions	
			Date	
Mitsuo Ohashi (Jan. 18, 1936)	Director (Advisor, Showa Denko K.K.)		3/2010	Advisor, Showa Denko K.K. (Currently in office)
			6/2007	Director, Hitachi, Ltd.
			3/2007	Chairman of the Board, Showa Denko K.K.
			1/2005	Chairman of the Board and Representative Director, Showa Denko K.K.
			3/1997	President (CEO) and Representative Director, Showa Denko K.K.
Akihiko Nomiyama (Jun. 15, 1934)	Director (Special Advisor, NIPPON MINING HOLDINGS, INC.)		6/2007	Director, Hitachi, Ltd.
			6/2006	Special Advisor, NIPPON MINING HOLDINGS, INC. (Currently in office)
			6/2003	Chairman of the Board and Representative Director, NIPPON MINING HOLDINGS, INC.
			9/2002	President and CEO and Representative Director, NIPPON MINING HOLDINGS, INC.
Kenji Miyahara (Nov. 5, 1935)	Director (Honorary Adviser, Sumitomo Corporation)		6/2010	Honorary Adviser, Sumitomo Corporation (Currently in office)
			6/2007	Director, Hitachi, Ltd.
				Senior Adviser, Sumitomo Corporation
			6/2001	Chairman of the Board and Representative Director, Sumitomo Corporation
			6/1996	President and Chief Executive Officer and Representative Director, Sumitomo Corporation
Tohru Motobayashi (Jan. 5, 1938)	Director (Attorney at law)		4/2008	Partner, Ihara and Motobayashi (Currently in office)
			6/2006	Director, Hitachi, Ltd.
			4/2002	President of the Japan Federation of Bar Associations (Retired in March 2004)
			7/1971	Partner, Mori Sogo Law Offices
			4/1963	Member of the Tokyo Bar Association
Isao Ono (May 23, 1944)	Director (Chairman of the Board, Hitachi Software Engineering Co., Ltd.)		6/2010	Director, Hitachi, Ltd.
			4/2010	Chairman of the Board, Hitachi Software Engineering Co., Ltd. (Currently in office)
			6/2006	President, Chief Executive Officer and Director, Hitachi Software Engineering Co., Ltd.
			4/2004	Executive Vice President and Executive Officer (Retired in March 2006)
			6/2003	Senior Vice President and Executive Officer
			6/2002	Senior Vice President and Director
			4/2002	General Manager, Information Business Group and President & CEO, Information & Telecommunication Systems

Table of Contents

Name (Date of birth)	Current position (Principal position	Business experience, including experience			
	outside Hitachi, if any)	Date	in Hitachi, and functions		
Takashi Kawamura (Dec. 19, 1939)	Director*	4/2010	Chairman and Director, Hitachi, Ltd.		
		6/2009	Chairman, President, Chief Executive Officer and Director, Hitachi, Ltd.		
		4/2009	Chairman, President and Chief Executive Officer, Hitachi, Ltd.		
		6/2007	Chairman of the Board, Hitachi Maxell, Ltd.		
		6/2006	Chairman of the Board, Hitachi Software Engineering Co., Ltd.		
		6/2005	Chairman of the Board, Hitachi Plant Engineering & Construction Co., Ltd. (currently Hitachi Plant Technologies, Ltd.)		
		6/2003	Chairman of the Board and Representative Executive Officer, Hitachi Software Engineering Co., Ltd.		
		4/2003	Director (Retired in June 2007)		
		4/1999	Executive Vice President and Representative Director		
		6/1997	Executive Managing Director		
		6/1995	Director		
		6/1992	General Manager, Hitachi Works		
		4/1962	Joined Hitachi, Ltd.		
Masaharu Sumikawa (Jul. 2, 1943)	Director (Chairman of the Board, Hitachi Plant Technologies, Ltd.)	6/2010	Director, Hitachi, Ltd. Chairman of the Board, Hitachi Plant Technologies, Ltd. (Currently in office)		
		4/2010	Chairman of the Board and Representative Executive Officer, Hitachi Plant Technologies, Ltd.		
		4/2006	President and Chief Executive Officer and Director, Hitachi Plant Technologies, Ltd.		
		10/2004	Executive Vice President and Executive Officer (Retired in March 2006)		
		2/2004	Executive Officer		
		6/2003	Senior Vice President and Executive Officer		
		6/2002	Senior Vice President and Director		
		2/2002	President, Power & Industrial Systems and CEO, power systems operation		
		4/1972	Joined Hitachi, Ltd.		
		Hiroaki Nakanishi (Mar. 14, 1946)	Director*	6/2010	President and Director
				4/2010	President
				4/2009	Executive Vice President and Executive Officer
				4/2006	Executive Vice President and Executive Officer (Retired in December 2006)
6/2005	Senior Vice President and Executive Officer				

Chairman and Chief Executive Officer,
Hitachi Global Storage Technologies,
Inc.

4/2004 Senior Vice President and Executive
Officer

6/2003 Vice President and Executive Officer

4/2003 General Manager, Global Business

4/1970 Joined Hitachi, Ltd.

Table of Contents

Name (Date of birth)	Current position (Principal position outside Hitachi, if any)	Business experience, including experience in Hitachi, and functions	
		Date	
Michiharu Nakamura (Sep. 9, 1942)	Director	6/2008	Director
		4/2007	Fellow
		4/2004	Executive Vice President and Executive Officer
		6/2003	Senior Vice President and Executive Officer
		4/2001	General Manager, Research & Development Group
		4/1967	Joined Hitachi, Ltd.
Takashi Miyoshi (Sep. 25, 1947)	Director*	6/2009	Executive Vice President, Executive Officer and Director, Hitachi, Ltd.
		4/2009	Executive Vice President and Executive Officer, Hitachi, Ltd.
		6/2008	President, Chief Executive Officer and Director, Hitachi Systems & Services, Ltd.
		4/2008	Executive Vice President and Executive Officer, Hitachi Systems & Services, Ltd.
		6/2007	Chairman of the Board, Hitachi Global Storage Technologies, Inc.
		4/2007	Director (Retired in June 2007)
		4/2006	Executive Vice President, Executive Officer and Director
		6/2004	Senior Vice President, Executive Officer and Director
		4/2004	Senior Vice President and Executive Officer
		6/2003	Executive Officer
		4/2003	General Manager, Finance
4/1970	Joined Hitachi, Ltd.		

Note: The Directors marked with * concurrently serve as Executive Officers. See Executive Officers below.

The members of each of our committees are as follows:

Nominating Committee. Takashi Kawamura (Chair), Yoshie Ota, Mitsuo Ohashi, Tohru Motobayashi;

Audit Committee. Tadamichi Sakiyama (Chair), Yoshie Ota, Akihiko Nomiyama, Kenji Miyahara, Michiharu Nakamura; and

Compensation Committee. Hiroaki Nakanishi (Chair), Akihiko Nomiyama, Kenji Miyahara, Tohru Motobayashi.

Table of Contents*Executive Officers*

Name (Date of birth)	Current position (Responsibility of Executive Officer as authorized by the Board of Directors)	Date	Business experience, including experience in Hitachi, and functions
Takashi Kawamura (Dec. 19, 1939)	Representative Executive Officer Chairman (Management in general)	See	Directors above
Hiroaki Nakanishi (Mar. 14, 1946)	Representative Executive Officer President (Overall management, power systems business, industrial & social infrastructure systems business and automotive systems business)	See	Directors above
Naoya Takahashi (Oct. 17, 1948)	Representative Executive Officer Executive Vice President and Executive Officer (Information & telecommunications systems business, information & control systems business, research & development and information technology)	4/2009 4/2007 4/2006 4/2003 4/1973	Executive Vice President and Executive Officer Senior Vice President and Executive Officer Vice President and Executive Officer COO, Information & Telecommunication Systems Joined Hitachi, Ltd.
Takashi Hatchoji (Jan. 27, 1947)	Representative Executive Officer Executive Vice President and Executive Officer (Urban planning and development systems business, defense systems business, corporate planning, environmental strategies, human capital, legal and corporate communications, corporate brand and corporate auditing)	4/2009 6/2007 4/2006 4/2004 6/2003 4/2003 4/1970	Executive Vice President and Executive Officer, Hitachi, Ltd. President and Director, Hitachi Research Institute, Ltd. Executive Vice President and Executive Officer (Retired in March 2007) Senior Vice President and Executive Officer Vice President and Executive Officer General Manager, Legal and Corporate Communications and General Manager, Corporate Auditing Joined Hitachi, Ltd.
Takashi Miyoshi (Sep. 25, 1947)	Representative Executive Officer Executive Vice President and Executive Officer	See	Directors above

Edgar Filing: HITACHI LTD - Form 20-F/A

(Management reform, finance, corporate pension system, business development and consumer business)

Nobuo Mochida
(Apr. 1, 1947)

Representative Executive Officer	4/2010	Chairman of the Board, Hitachi Metals, Ltd. (Currently in office)
Executive Vice President and Executive Officer		Executive Vice President and Executive Officer, Hitachi, Ltd.
(Corporate planning, high functional materials & components, quality assurance and production engineering)	6/2006	President and Chief Executive Officer and Director, Hitachi Metals, Ltd.
	4/1970	Joined Hitachi Metals, Ltd.

Table of Contents

Name (Date of birth)	Current position (Responsibility of Executive Officer as authorized by the Board of Directors)		Business experience, including experience in Hitachi, and functions	
			Date	
Kazuhiro Mori (Oct. 7, 1946)	Representative Executive Officer		1/2007	Executive Vice President and Executive Officer
	Executive Vice President and Executive Officer		4/2006	Senior Vice President and Executive Officer
			4/2004	Vice President and Executive Officer
			6/2003	Executive Officer
	(Motor power systems, battery systems business, sales operations, Hitachi group global business, procurement, corporate export regulation, medical systems business and business incubation)		2/1999	General Manager, Chubu Area Operation
		4/1969	Joined Hitachi, Ltd.	
Tadahiko Ishigaki (Jan. 14, 1946)	Senior Vice President and Executive Officer		4/2006	Senior Vice President and Executive Officer, Hitachi, Ltd.
			2/2004	President and Representative Director, Hitachi Home & Life Solutions, Inc. (currently Hitachi Appliances, Inc.)
	(Hitachi group global business (Americas))		6/2003	Vice President and Executive Officer (Retired in February 2004)
			4/2003	General Manager, Corporate Marketing
			4/1968	Joined Hitachi, Ltd.
Stephen Gomersall (Jan. 17, 1948)	Senior Vice President and Executive Officer		10/2006	Senior Vice President and Executive Officer, Hitachi, Ltd.
			10/2004	Chief Executive for Europe, Hitachi, Ltd.
	(Hitachi group global business (Europe))		7/1999	British Ambassador to Japan (Retired in July 2004)
			9/1970	Joined U.K. Foreign and Commonwealth Office
Yoshito Tsunoda (Sep. 20, 1944)	Senior Vice President and Executive Officer		6/2010	President and Representative Director, Hitachi Maxell, Ltd. (Currently in office)
			4/2010	Senior Vice President and Executive Officer, Hitachi, Ltd.
	(Motor power systems and battery systems business)		4/2006	President, Chief Executive Officer and Director, Hitachi Maxell, Ltd.
			6/2005	Senior Vice President, Executive Officer and Director, Hitachi Maxell, Ltd.
			4/2005	Senior Vice President and Executive Officer, Hitachi Maxell, Ltd.
			6/2003	Vice President and Executive Officer (Retired in March 2005)
			4/2003	President & CEO, Urban Planning and Development Systems
			4/1971	Joined Hitachi, Ltd.
Junzo Nakajima (Feb. 8, 1949)	Senior Vice President and Executive Officer		4/2009	Senior Vice President and Executive Officer
			4/2006	Vice President and Executive Officer
	(Information & telecommunication systems business)		4/2005	Chief Operating Officer, Information & Telecommunication Systems
			5/1972	Joined Hitachi, Ltd.

Table of Contents

Name (Date of birth)	Current position (Responsibility of Executive Officer as authorized by the Board of Directors)	Date	Business experience, including experience in Hitachi, and functions
Toyoaki Nakamura (Aug. 3, 1952)	Representative Executive Officer	6/2009	Senior Vice President and Executive Officer
	Senior Vice President and Executive Officer	6/2007	Senior Vice President, Executive Officer and Director
	(Finance and corporate pension system)	4/2007	Senior Vice President and Executive Officer
		1/2006	General Manager, Finance Department I
		4/1975	Joined Hitachi, Ltd.
Shigeru Azuhata (Nov. 21, 1949)	Vice President and Executive Officer	4/2009	Vice President and Executive Officer
	(Research & development, environmental strategies and medical systems business)	1/2008	General Manager, Environmental Strategy Office
		4/1975	Joined Hitachi, Ltd.
Hitoshi Isa (Feb. 19, 1950)	Vice President and Executive Officer	4/2008	Vice President and Executive Officer
	(Power systems business (thermal power systems business promotion))	1/2007	Executive Vice President, Power Systems
		4/1974	Joined Hitachi, Ltd.
Shinjiro Iwata (Jun. 6, 1948)	Vice President and Executive Officer	4/2009	Vice President and Executive Officer, Hitachi, Ltd.
	(Information & telecommunication systems business (services business (global)))	10/2007	Executive Vice President, Hitachi Global Storage Technologies, Inc.
		4/1972	Joined Hitachi, Ltd.
Makoto Ebata (Feb. 23, 1947)	Vice President and Executive Officer (Procurement)	7/2009	Vice President and Executive Officer, Hitachi, Ltd.
		4/2008	Deputy Chairman, Hitachi Europe Ltd.
		4/2004	Vice President and Executive Officer (Retired in March 2008)
		6/2003	Executive Officer
		2/2002	General Manager, Group Management Office
		4/1970	Joined Hitachi, Ltd.
Osamu Ohno (Aug. 6, 1948)	Vice President and Executive Officer (Information technology)	4/2009	Vice President and Executive Officer
		4/2005	General Manager, Information Technology Division
		4/1969	Joined Hitachi, Ltd.
Kenji Ohno (Jan. 3, 1951)	Vice President and Executive Officer (Human capital)	4/2007	Vice President and Executive Officer, Hitachi, Ltd.
		6/2005	President and Representative Director, Hitachi Dentetsu Co., Ltd.
		4/1974	Joined Hitachi, Ltd.

Table of Contents

Name (Date of birth)	Current position (Responsibility of Executive Officer as authorized by the Board of Directors)	Date	Business experience, including experience in Hitachi, and functions
Nobuyuki Ohno (Feb. 24, 1949)	Vice President and Executive Officer (Hitachi group global business (China))	4/2009	Vice President and Executive Officer
		4/2007	Chief Marketing Officer, Information & Telecommunication Systems and Deputy General Manager, Corporate Marketing Group
		4/1971	Joined Hitachi, Ltd.
Masahiro Kitano (Nov. 23, 1955)	Vice President and Executive Officer (Environmental strategies, quality assurance and production engineering)	4/2009	Vice President and Executive Officer
		4/2007	Chief Strategy Officer and General Manager, Strategy Planning & Development Office, Information & Telecommunication Systems
		4/1980	Joined Hitachi, Ltd.
Ryuichi Kitayama (Feb. 4, 1952)	Vice President and Executive Officer (Sales operations)	4/2010	Vice President and Executive Officer
		10/2009	Chief Marketing Officer, Information & Telecommunication Group, Information & Telecommunication Systems Company
		4/1976	Joined Hitachi, Ltd.
Toshiaki Kuzuoka (Nov. 3, 1954)	Vice President and Executive Officer (Legal and corporate communications, corporate brand and corporate auditing)	4/2007	Vice President and Executive Officer
		4/2001	General Manager, Legal Division
		4/1978	Joined Hitachi, Ltd.
Takao Koyama (Dec. 11, 1948)	Vice President and Executive Officer (Sales operations (Kansai Area))	4/2007	Vice President and Executive Officer
		4/2004	General Manager, Kanto Area Operation
		4/1971	Joined Hitachi, Ltd.
Yutaka Saito (Dec. 11, 1954)	Vice President and Executive Officer (Information & control systems business)	4/2010	Vice President and Executive Officer
		10/2009	President & CEO, Information & Control Systems Company
		4/1979	Joined Hitachi, Ltd.
Kaichiro Sakuma (Jan. 29, 1954)	Vice President and Executive Officer (Information & telecommunication systems business (platform systems business))	4/2009	Vice President and Executive Officer, Hitachi, Ltd.
		4/2008	President & Chief Executive Officer, Hitachi Information & Telecommunication Systems Global Holding Corporation
		4/1979	Joined Hitachi, Ltd.
Gaku Suzuki (May 12, 1947)	Vice President and Executive Officer (Industrial & social infrastructure systems business)	8/2005	Vice President and Executive Officer
		4/2004	General Manager, Transportation Systems Division, Industrial Systems
		4/1972	Joined Hitachi, Ltd.

Table of Contents

Name (Date of birth)	Current position (Responsibility of Executive Officer as authorized by the Board of Directors)		Business experience, including experience in Hitachi, and functions	
			Date	
Hideaki Takahashi (Aug. 20, 1952)	Vice President and Executive Officer (Urban planning and development systems business)		4/2007	Vice President and Executive Officer, Hitachi, Ltd.
			4/2005	President and Representative Director, Hitachi Building Systems Co., Ltd.
			4/1978	Joined Hitachi, Ltd.
Koji Tanaka (Jan. 22, 1952)	Vice President and Executive Officer (Power systems business)		4/2007	Vice President and Executive Officer
			5/2006	General Manager, Hitachi Works, Power Systems
			4/1974	Joined Hitachi, Ltd.
Masahide Tanigaki (Jan. 11, 1951)	Vice President and Executive Officer (Sales operations, Hitachi group global business and corporate export regulation)		4/2010	Vice President and Executive Officer
			10/2009	Deputy General Manager, Power Systems Sales Management Division, Power Systems Company
			4/1975	Joined Hitachi, Ltd.
Akira Maru (Nov. 8, 1948)	Vice President and Executive Officer (Power systems business (nuclear power systems business promotion))		5/2006	Vice President and Executive Officer
			4/2005	General Manager, Hitachi Works and Executive Vice President, Power Systems
			4/1971	Joined Hitachi, Ltd.
Yoshihiko Mogami (Aug. 1, 1953)	Vice President and Executive Officer (Information & telecommunication systems business (system solutions business))		4/2010	Vice President and Executive Officer
			10/2009	Chief Operating Officer, System Solutions Business, Information & Telecommunication Group, Information & Telecommunication Systems Company
			4/1976	Joined Hitachi, Ltd.

There are no family relationships between any of our Directors or Executive Officers and any other of our Directors or Executive Officers. There are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any person referred to above was selected as a Director or Executive Officer.

B. Compensation

The aggregate amount of compensation, including retirement allowances, paid by us during the year ended March 31, 2010 to all our Directors and Executive Officers who served during that year was ¥2,779 million. The amount of compensation for our Representative Executive Officer, Chairman and Director Takashi Kawamura was ¥134 million, representing his total annual salary.

Compensation is commensurate with the ability required of, and the responsibilities to be borne by, our Directors and Executive Officers, taking into consideration compensation packages at other companies.

Compensation for Directors consists of a monthly salary and a year-end allowance. Monthly salary is decided by making adjustments to basic salary that reflect full-time or part-time status, committee membership and position. Year-end allowance is a predetermined amount equivalent to about 20% of the Director's annual income based on monthly salary, although this amount may be reduced depending on our performance. A Director concurrently serving as an Executive Officer is not paid compensation as a Director.

Compensation for Executive Officers consists of a monthly salary and a performance-linked bonus. We decide monthly salary by adjusting a basic amount set in accordance with the relevant position to reflect the results of an assessment. The performance-linked bonus is payable in an

Edgar Filing: HITACHI LTD - Form 20-F/A

amount of up to approximately 30% of the Executive Officer's annual income, adjusted based on our performance and on the individual's performance.

We reexamined the compensation structure for directors and officers starting with the compensation for the year ended March 31, 2009 and we abolished the retirement allowance for directors and officers.

Table of Contents

C. Board Practices

We have adopted the committee-based corporate governance system, or Committee System, permitted as a form of corporate organization pursuant to the Companies Act. The Companies Act requires each company adopting the Committee System, including us, to (i) establish within its board of directors nominating, audit and compensation committees, a majority of the members of each of which must be outside directors, and (ii) appoint executive officers responsible for executing the business of such company. The Companies Act defines an outside director as a director who is not and has not been an executive director (a representative director or a director who executes such company's business), executive officer, manager (*shihai nin*) or any other employee of such company or its subsidiaries. Under the Committee System, we are not allowed to have corporate auditors, but instead we must delegate auditing function responsibilities to its audit committee. Through the adoption of the Committee System and the resulting separation of business execution and supervision thereof, we hope to improve the efficiency of our management and foster a thorough and transparent management system.

Our articles of incorporation provide for a Board of Directors of not more than twenty members. All Directors are elected at a general meeting of shareholders and the current Directors were elected at the general meeting of shareholders held June 29, 2010. Our articles of incorporation provide that, by resolution of the Board of Directors, a Director who convenes and presides over meetings of the Board of Directors shall be selected. Directors are reelected each year, and not on a staggered basis. The term of office of Directors expires at the close of the ordinary general meeting of shareholders for the last business year that will end within one year after their election. A Director may serve any number of consecutive terms. The term of office of the Directors currently in office will expire at the close of the ordinary general meeting of shareholders to be held within three months from March 31, 2011.

Under the Committee System, the Board of Directors focuses on the functions of decision making with respect to fundamental management policies and certain important matters prescribed by law, as well as supervision of execution by the Directors and Executive Officers of their respective duties. The Board of Directors has, by resolution, delegated to the Executive Officers most of its authority to make decisions with regard to our business affairs.

The Nominating Committee is authorized to determine the particulars of proposals concerning the election and dismissal of Directors to be submitted to a general meeting of shareholders. As stated above, a majority of the members of the Nominating Committee must be outside directors.

The Compensation Committee is authorized to establish a policy on the determination of the particulars of compensation for each Director and Executive Officer and to determine the particulars of compensation for each Director and Executive Officer in accordance with such policy. As stated above, a majority of the members of the Compensation Committee must be outside directors.

The Audit Committee is authorized to audit the execution by the Directors and Executive Officers of their respective duties, to prepare its audit report, and to determine the particulars of proposals concerning the election, dismissal and non-retention of our independent auditor to be submitted to the general meeting of shareholders. The Audit Committee has the statutory duty to examine the financial statements and business reports prepared by Executive Officers designated by the Board of Directors and to prepare its audit report. Pursuant to our Board of Directors regulations, the Audit Committee has the authority to pre-approve non-audit services provided by an independent auditor. As stated above, a majority of the members of the Audit Committee must be outside directors. In addition, a member of the Audit Committee may not concurrently be an Executive Officer or a Director who is engaged in our business affairs or those of our subsidiaries, or an accounting advisor (*kaikei san-yo*), a manager (*shihai nin*), or any other employee of our subsidiaries.

For a list of the members of each committee, see Directors and Senior Management above.

Table of Contents

Our articles of incorporation provide for a maximum of forty Executive Officers. The Board of Directors appoints all Executive Officers. Pursuant to our articles of incorporation, the term of office of Executive Officers expires on the last day of the business year that ends within one year from their election. An Executive Officer may serve any number of consecutive terms. The term of office of the Executive Officers currently in office will expire on March 31, 2011.

Under the Committee System, Executive Officers have the power to make decisions on matters delegated to them by the Board of Directors. An Executive Officer executes our business affairs within the scope of assignment determined by the Board of Directors. From among the Executive Officers, the Board of Directors must appoint one or more representative Executive Officers. Each of the representative Executive Officers has the statutory authority to represent us generally in the conduct of our affairs. Pursuant to our articles of incorporation, the Board of Directors must appoint a President who must also be a representative Executive Officer.

No Directors have service contracts with us providing for benefits upon termination of employment.

Pursuant to the Companies Act and our articles of incorporation, we may, by resolution of the Board of Directors, exempt any director and Executive Officer from liabilities to us arising in respect of his/her failure to execute duties except in the case of willful misconduct or gross negligence to the extent provided in laws or regulations. In addition, we have entered into an agreement with each outside Director to limit such Director's liabilities to us arising in connection with a failure by such Director to execute his/her duties to us except in the case of willful misconduct or gross negligence. The maximum aggregate amount of liability coverage under these agreements is in accordance with the Companies Act.

D. Employees

The following tables show the number of our full-time employees by segment and geographic area as of March 31, 2008, 2009 and 2010.

Segment

	As of March 31,		
	2008	2009	2010
	(Number of employees)		
Information & Telecommunication Systems	65,601	67,828	68,409
Power Systems	14,576	15,611	15,977
Social Infrastructure & Industrial Systems	39,272	42,086	42,980
Electronic Systems & Equipment	15,226	25,051	24,576
Construction Machinery	15,462	16,890	19,063
High Functional Materials & Components	50,934	49,408	47,342
Automotive Systems	29,353	26,839	24,602
Components & Devices	49,710	50,085	51,304
Digital Media & Consumer Products	29,820	29,649	26,491
Financial Services	3,273	3,539	3,429
Others	31,431	31,629	32,538
Corporate	3,152	3,181	3,035
Total	347,810	361,796	359,746

Note: Effective from the year ended March 31, 2010, we adopted FASB Accounting Standards Codification (ASC) 280, Segment Reporting, and therefore changed our segment reporting. The figures as of March 31, 2009 and March 31, 2008 have been reclassified in conformity with the new segmentation.

Table of Contents**Geographic Area**

	As of March 31,		
	2008	2009	2010
	(Number of employees)		
Japan	226,828	234,519	230,948
Asia	90,687	96,713	99,216
North America	15,293	14,487	14,667
Europe	8,777	10,611	9,488
Other Areas	6,225	5,466	5,427
Total	347,810	361,796	359,746

In addition to the above, the average number of temporary employees was 40,692 for the year ended March 31, 2008, 42,097 for the year ended March 31, 2009 and 39,562 for the year ended March 31, 2010.

Our employees are members of the Hitachi Workers Union or unions representing the employees of certain domestic subsidiaries under the Federation of Hitachi Group Workers Unions. Each company in our group has a collective bargaining agreement with its workers union. Under the agreements, all of our employees and those of our domestic subsidiaries that have labor unions, except management and a limited number of other employees, must become union members. The collective bargaining agreements are customarily for two-year terms and the present provisions, other than those relating to wages, extend to March 31, 2012. We consider our relations with the labor unions to be excellent and there have been no significant strikes or labor disputes in recent years.

E. Share Ownership

The following table shows the number of shares of our common stock owned by the Directors and Executive Officers as of June 29, 2010. The total number of the shares held by them is 0.03% of total shares issued.

Name	Position	Share ownership (Number of shares)
Tadamichi Sakiyama	Board Director (Chair)	34,000
Yoshie Ota	Director	16,000
Mitsuo Ohashi	Director	21,000
Akihiko Nomiyama	Director	8,000
Kenji Miyahara	Director	8,000
Tohru Motobayashi	Director	34,750
Isao Ono	Director	108,000
Takashi Kawamura	Chairman and Director	127,720
Masaharu Sumikawa	Director	47,000
Hiroaki Nakanishi	President and Director	60,000
Michiharu Nakamura	Director	93,000
Takashi Miyoshi	Executive Vice President, Executive Officer and Director	54,000
Naoya Takahashi	Executive Vice President and Executive Officer	40,000
Takashi Hatchoji	Executive Vice President and Executive Officer	64,000
Nobuo Mochida	Executive Vice President and Executive Officer	9,000
Kazuhiro Mori	Executive Vice President and Executive Officer	42,000
Tadahiko Ishigaki	Senior Vice President and Executive Officer	47,250
Stephen Gomersall	Senior Vice President and Executive Officer	4,000
Yoshito Tsunoda	Senior Vice President and Executive Officer	31,000
Junzo Nakajima	Senior Vice President and Executive Officer	30,000
Toyooki Nakamura	Senior Vice President and Executive Officer	26,000
Shigeru Azuhata	Vice President and Executive Officer	38,000

Edgar Filing: HITACHI LTD - Form 20-F/A

Hitoshi Isa	Vice President and Executive Officer	36,000
Shinjiro Iwata	Vice President and Executive Officer	25,000
Makoto Ebata	Vice President and Executive Officer	38,000
Osamu Ohno	Vice President and Executive Officer	40,000
Kenji Ohno	Vice President and Executive Officer	20,000
Nobuyuki Ohno	Vice President and Executive Officer	37,000
Masahiro Kitano	Vice President and Executive Officer	17,050
Ryuichi Kitayama	Vice President and Executive Officer	15,000
Toshiaki Kuzuoka	Vice President and Executive Officer	111,000
Takao Koyama	Vice President and Executive Officer	27,000
Yutaka Saito	Vice President and Executive Officer	12,000
Kaichiro Sakuma	Vice President and Executive Officer	25,000
Gaku Suzuki	Vice President and Executive Officer	25,000
Hideaki Takahashi	Vice President and Executive Officer	14,000
Koji Tanaka	Vice President and Executive Officer	29,000
Masahide Tanigaki	Vice President and Executive Officer	20,400
Akira Maru	Vice President and Executive Officer	16,000
Yoshihiko Mogami	Vice President and Executive Officer	10,000
Total		1,460,170

No Director or Executive Officer has different voting rights from any other shareholder of our common stock.

Hitachi Employees Shareholding Association owned approximately 116,632 thousand shares as of March 31, 2010, which amounted to 2.6% of total shares issued. The association consists of our employees and those of certain of our subsidiaries. Membership in the association is voluntary.

Table of Contents

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Hitachi, Ltd.
(Registrant)

Date: July 29, 2010

By: /s/ Toshiaki Kuzuoka
Name: Toshiaki Kuzuoka
Title: Vice President and Executive Officer

Table of Contents

EXHIBIT INDEX

- 12.1 Certification of Chief Executive Officer or equivalent pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
- 12.2 Certification of Chief Financial Officer or equivalent pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
- 13.1 Certification of Chief Executive Officer or equivalent pursuant to Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code
- 13.2 Certification of Chief Financial Officer or equivalent pursuant to Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code