

OPNEXT INC
 Form 3/A
 February 20, 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 * Â HITACHI LTD (Last) (First) (Middle) 6-6, MARUNOUCHI 1-CHOME (Street) CHIYODA-KU, TOKYO, JAPANÂ 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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 02/14/2007	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
---	--	--	--	--	---

Table I - Non-Derivative Securities Beneficially Owned

1. 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	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	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)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Edgar Filing: OPNEXT INC - Form 3/A

				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
02/19/2007
**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).

Â

Remarks:

TheÂ purposeÂ ofÂ thisÂ AmendmentÂ toÂ theÂ FormÂ 3Â isÂ toÂ fileÂ theÂ correspondingÂ powerÂ ofÂ attorneyÂ wh onÂ behalfÂ ofÂ theÂ reportingÂ person.Â Â NoÂ otherÂ ownershipÂ informationÂ inÂ thisÂ AmendmentÂ modifiesÂ the wasÂ previouslyÂ filedÂ onÂ FebruaryÂ 14,Â 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.