

CANON INC
Form 6-K
March 31, 2009

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of **March**..... , **2009**..
CANON INC.

(Translation of registrant's name into English)
30-2, Shimomaruko 3-Chome, Ohta-ku, Tokyo 146-8501, 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

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

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.

CANON
INC.
(Registrant)

Date....**March 27, 2009**....

By/s/..... Masashiro Kobayashi.....
(Signature)*

Masashiro Kobayashi
General Manager
Global Finance Management Center
Canon Inc.

*Print the name and title of the signing officer under his signature.

The following materials are included.

1. NOTICE OF RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE 108TH BUSINESS TERM
-

March 27, 2009

TO OUR SHAREHOLDERS

Canon Inc.

30-2, Shimomaruko 3-chome,
Ohta-ku, Tokyo
Fujio Mitarai
Chairman & CEO

**NOTICE OF RESOLUTIONS
OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
FOR THE 108TH BUSINESS TERM**

Notice is hereby given that, at the Ordinary General Meeting of Shareholders for the 108th Business Term of Canon Inc. (the Company) held today, reports were made and resolutions were passed as mentioned below.

Matters Reported:

1. Reports on the contents of the Business Report and the Consolidated Financial Statements for the 108th Business Term (from January 1, 2008 to December 31, 2008), and reports on the Auditing Results of Accounting Auditor and Board of Corporate Auditors regarding the Consolidated Financial Statements.
2. Reports on the content of the Non-Consolidated Financial Statements for the 108th Business Term (from January 1, 2008 to December 31, 2008).

The contents of items 1 and 2 above were reported.

Matters Resolved upon:

Item No. 1 Dividend from Surplus

It was approved and adopted in all respects as proposed and, in order to respond to your loyal support, a year-end dividend due for the term was decided to be 55.00 yen per share. As we paid an interim dividend of 55.00 yen per share, the full-year dividend became to be 110.00 yen per share, which is the same amount with the dividend for the previous Business Term.

Item No. 2 Partial Amendment to the Articles of Incorporation

It was approved and adopted in all respects as proposed as follows:

- (1) Following the enforcement of the Law Partially Amending the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks, Etc. and the shift thereby of all stocks issued by listed companies to the Book-Entry Transfer System (the share certificates dematerialization), the Company made necessary amendments throughout the Articles of Incorporation, such as deleting provisions assuming the existence of share certificates, adjusting the numbering of articles and adding supplementary provisions.
- (2) Following the elimination of handling fees relating to shares of the Company on the occasion of the share certificates dematerialization, the Company made necessary amendments.

Item No. 3 Election of Twenty-Five Directors

It was approved and adopted in all respects as proposed. As a result, Messrs. Fujio Mitarai, Tsuneji Uchida, Toshizo Tanaka, Nobuyoshi Tanaka, Junji Ichikawa, Akiyoshi Moroe, Kunio Watanabe, Yoroku Adachi, Yasuo Mitsuhashi, Tomonori Iwashita, Masahiro Osawa, Shigeyuki Matsumoto, Katsuichi Shimizu, Ryoichi Bamba, Toshio Homma, Masaki Nakaoka, Haruhisa Honda, Toshiyuki Komatsu, Tetsuro Tahara, Seijiro Sekine, Shunji Onda, Kazunori Fukuma, Hideki Ozawa and Masaya Maeda were

reappointed as Directors and Mr. Toshiaki Ikoma was newly elected as a Director. All of them assumed their offices.

Item No. 4 Grant of Retirement Allowance to a Director to Retire

It was approved and adopted in all respects as proposed. Thus, it was decided that retirement allowance should be granted to the retired Director, Mr. Shunichi Uzawa, within the due amount based upon certain standards stipulated by the Company, and that the determination of the actual amount and the time and method of granting, etc. should be entrusted to the Board of Directors.

Item No. 5 Grant of Bonus to Directors

It was approved and adopted in all respects as proposed. Thus, it was decided that bonus should be granted to the twenty-five Directors as of the end of the term, which totals 243,900,000 yen.

Item No. 6 Issuance of Share Options as Stock Options Without Compensation

It was approved and adopted in all respects as proposed that pursuant to the provisions of Articles 236, 238 and 239 of the Corporation Law (kaisha-ho), share options (shinkabu yoyaku-ken) should be issued as stock options without compensation to the Company's directors, executive officers and senior employees, and the details of offering should be delegated to the Company's Board of Directors.

Also approved and adopted were the specific method for calculating the amount of remuneration for Directors as specified in Item 2, Paragraph 1 of Article 361 of the Corporation Law and the specific contents of remuneration that are not monetary as specified in Item 3 of the same Paragraph since share options to be allocated to Directors are considered as remunerations to Directors as stipulated in Paragraph 1 of Article 361 of the Corporation Law.

n Appointment of Representative Directors and Directors with Specific Titles

As a result of the resolution passed at the meeting of the Board of Directors which was held after the Ordinary General Meeting of Shareholders for the 108th Business Term, each of the following persons were appointed as Representative Directors and/or Directors with specific titles. All of them assumed their offices.

| | |
|--------------------------------|---------------------|
| Chairman & CEO | Fujio Mitarai |
| President & COO | Tsuneji Uchida |
| Executive Vice President & CFO | Toshizo Tanaka |
| Executive Vice President & CTO | Toshiaki Ikoma |
| Senior Managing Director | Nobuyoshi Tanaka |
| Senior Managing Director | Junji Ichikawa |
| Senior Managing Director | Akiyoshi Moree |
| Senior Managing Director | Kunio Watanabe |
| Senior Managing Director | Yoroku Adachi |
| Senior Managing Director | Yasuo Mitsuhashi |
| Managing Director | Tomonori Iwashita |
| Managing Director | Masahiro Osawa |
| Managing Director | Shigeyuki Matsumoto |
| Managing Director | Katsuichi Shimizu |
| Managing Director | Ryoichi Bamba |
| Managing Director | Toshio Homma |
| Managing Director | Masaki Nakaoka |
| Managing Director | Haruhisa Honda |

Mr. Fujio Mitarai, Mr. Tsuneji Uchida and Mr. Toshizo Tanaka are Representative Directors.

PAYMENT OF THE YEAR-END DIVIDEND

The year-end dividend due for the 108th Business Term shall be paid by either of the following methods.

n If you are receiving the dividend with the Receipt of Dividend :

Please receive the dividend in accordance with the instructions stated on the enclosed Receipt of Year-end Dividend of the 108th Business Term at a nearby head office, branch office or subbranch office of Japan Post Bank, or a post office (banking agency) during the payment period (from March 30, 2009 through April 30, 2009). You can also make your dividend be remitted to your Japan Post Bank account or postal giro account or bank account with this Receipt of Year-end Dividend of the 108th Business Term.

n If you have requested the dividend to be transferred to your account of bank, Japan Post Bank or securities companies, etc.:

Please confirm the description of the enclosed dividend relating documents.