

MITSUI & CO LTD  
Form 6-K  
February 14, 2006

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**FORM 6-K**

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Report of Foreign Private Issuer**

**Notice Concerning the Adjustment of Convertible Bond Conversion Price**

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

**For the month of February 14, 2006**

**Commission File Number 09929**

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**Mitsui & Co., Ltd.**

(Translation of registrant's name into English)

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**2-1, Ohtemachi 1-chome Chiyoda-ku, Tokyo 100-0004 Japan**

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of 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):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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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**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: February 14, 2006

**MITSUI & CO., LTD.**

By:  /s/ Kazuya Imai

Name: Kazuya Imai  
Title: Executive Director  
Senior Executive Managing Officer  
Chief Financial Officer

February 14, 2006

For Immediate Release

Mitsui & Co., Ltd.

Notice concerning the adjustment of convertible bond conversion price

In conjunction with the issue of new shares of common stock of Mitsui & Co., Ltd. (the Company) through a public offering which was approved at a meeting of Board of Directors of the Company held on January 31, 2006, the conversion price for the below-mentioned convertible bonds will be adjusted in accordance with the agreement with the commissioned banks for bondholders, as follows.

**1. New conversion price**

(Security)	Unsecured 1.05% convertible bonds, due 2009
(New conversion price)	Japanese yen 876.60
(Previous conversion price)	Japanese yen 881.00

**2. Effective from**

February 22, 2006

For further information, Please contact  
Mitsui & Co., Ltd.  
Corporate Communications Division  
Tel: +81-3-3285-7564  
Investor Relations Division  
Tel: +81-3-3285-7910

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