

HONDA MOTOR CO LTD  
Form 6-K  
March 01, 2007  
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No.1-7628

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

FOR THE MONTH OF March 2007

COMMISSION FILE NUMBER: 1-07628

**HONDA GIKEN KOGYO KABUSHIKI KAISHA**

(Name of registrant)

**HONDA MOTOR CO., LTD.**

(Translation of registrant's name into English)

**1-1, Minami-Aoyama 2-chome, Minato-ku, Tokyo 107-8556, Japan**

(Address of principal executive offices)

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):

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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**Exhibit 1:**

On March 1, 2007, Honda Motor Co., Ltd. announced that it has determined the offer price and other terms in connection with the secondary domestic sale of shares, which was resolved at a meeting of its Board of Directors held on February 20, 2007.

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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.

HONDA GIKEN KOGYO

KABUSHIKI KAISHA

( HONDA MOTOR CO., LTD. )

/s/ Fumihiko Ike  
Fumihiko Ike  
Chief Operating Officer for  
Business Management Operation  
Honda Motor Co., Ltd.

Date: March 1, 2007

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[Translation]

March 1, 2007

Honda Motor Co., Ltd.  
1-1, Minami-Aoyama 2-chome,  
Minato-ku, Tokyo

Takeo Fukui  
President and Representative Director

**Notice Regarding Determination of Offer Price and**

**Other Terms of Secondary Domestic Sale of Shares**

Honda Motor Co., Ltd. (the Company) announced that it has determined the offer price and other terms in connection with the secondary domestic sale of shares, which was resolved at a meeting of its Board of Directors held on February 20, 2007.

- |   |                                     |
|---|-------------------------------------|
| <b>1. Offer price</b>                         | 4,243 yen per share                 |
| <b>2. Aggregate amount of the offer price</b> | 159,360,291,200 yen                 |
| <b>3. Purchase price</b>                      | 4,156.40 yen per share              |
| <b>4. Aggregate amount of purchase price</b>  | 156,107,733,760 yen                 |
| <b>5. Offer period</b>                        | From March 2, 2007 to March 6, 2007 |
| <b>6. Delivery date</b>                       | March 12, 2007                      |

(Note) The underwriters shall underwrite all the shares to be offered at the purchase price and offer them at the offer price in the secondary sale to the public in Japan.

Reference: Determination of offer price

<b>Offer price determination date</b>	March 1, 2007
<b>Closing price on Tokyo Stock Exchange, Inc.</b>	4,330 yen
<b>Applied discount rate</b>	2.01%

End of Notice

The shares are not being offered to the public outside Japan.

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The purpose of this press release is to make a general public announcement concerning the secondary sale of issued shares of common stock of the Company to the public in Japan. The press release has not been prepared for the purpose of, and does not constitute, an offer of, or solicitation of an offer to buy or subscribe for, shares of common stock of the Company. In addition, this press release does not constitute an offer and does not constitute an issuance prospectus according to Article 652a or Article 1156 of the Swiss Code of Obligations or a listing prospectus according to Article 32 of the Listing Rules of the SWX Swiss Exchange.

The shares are being offered only in accordance with Regulation S under the Securities Act of 1933, as amended (the Securities Act ). The shares will not be or have not been registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements thereunder.