

CANON INC
Form 6-K
March 05, 2010

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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**..... , **2010**..
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-

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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.

CANON INC.
(Registrant)

Date....**March 3, 2010**....

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 convocation of the ordinary general meeting of shareholders for the 109th business term
 2. Report for the 109th business term
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March 3, 2010

TO OUR SHAREHOLDERS

Canon Inc.

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

**NOTICE OF CONVOCATION
OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
FOR THE 109TH BUSINESS TERM**

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 109th Business Term of Canon Inc. (the Company) will be held as described below and that you are requested to attend the Meeting.

If you do not expect to attend the Meeting, you may exercise your voting rights in writing. After reviewing the following Reference Materials for General Meeting of Shareholders, please indicate your for/against on the enclosed Card for Exercise of Voting Rights, and return it to us by March 29 (Monday), 2010.

1. DATE AND TIME: March 30 (Tuesday), 2010 at 10:00 a.m.

2. PLACE: Head Office of the Company
30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo
(Please see the map on page 18.)

3. MATTERS CONSTITUTING THE PURPOSE OF THE MEETING

Matters to be Reported:

1. Reports on the contents of the Business Report and Consolidated Financial Statements for the 109th Business Term (from January 1, 2009 to December 31, 2009), 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 109th Business Term (from January 1, 2009 to December 31, 2009).
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Matters to be Resolved upon:

Propositions:

Item No.1 Dividend from Surplus

Item No.2 Election of Seventeen Directors

Item No.3 Election of Three Corporate Auditors

Item No.4 Grant of Retirement Allowance to Directors to Retire

Item No.5 Grant of Retirement Allowance to Corporate Auditors to Retire and Final Payments of Retirement Allowance Due to the Abolishment of the Retirement Allowance System for Corporate Auditors

Item No.6 Grant of Bonus to Directors

Item No.7 Issuance of Share Options as Stock Options without Compensation

Early coming would be appreciated since the reception desk is expected to be crowded just before the opening of the Meeting.

Upon attending the Meeting, please present the enclosed Card for Exercise of Voting Rights to the receptionist at the place of the Meeting.

Any changes in the matters described in Reference Materials for General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements will be posted on our website on the Internet (<http://www.canon.co.jp/ir/>).

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REFERENCE MATERIALS FOR GENERAL MEETING OF SHAREHOLDERS

Item No.1: Dividend from Surplus

Regarding our term-end dividend, we propose a dividend as described below in order to respond to your loyal support. As we have already paid an interim dividend of 55.00 yen per share, the full-year dividend will be 110.00 yen per share, which is the same amount as the dividend for the previous Business Term.

- (1) Type of dividend Cash

- (2) Matters concerning allocation of dividend and its total amount
55.00 yen per one common share of the Company
Total amount of dividend 67,896,150,465 yen

- (3) Effective date of the dividend from surplus March 31, 2010

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The term of offices of all of the twenty-five Directors will expire at the end of this Meeting. We would like you to elect seventeen Directors.

The candidates for the Directors are as follows:

Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts	Number of the Company's shares held
1	Fujio Mitarai (Sep. 23, 1935)	<p>As of</p> <p>Apr. 1961: Entered the Company</p> <p>Mar. 1981: Director</p> <p>Mar. 1985: Managing Director</p> <p>Mar. 1989: Senior Managing & Representative Director</p> <p>Mar. 1993: Executive Vice President & Representative Director</p> <p>Sep. 1995: President & CEO</p> <p>Mar. 2006: Chairman, President & CEO</p> <p>May 2006: Chairman & CEO (present)</p> <p>(Important concurrent posts)</p> <p>- Chairman of Nippon Keidanren (Japan Business Federation)</p>	96,600 shares
2	Tsuneji Uchida (Oct. 30, 1941)	<p>As of</p> <p>Apr. 1965: Entered the Company</p> <p>Mar. 1997: Director</p> <p>Mar. 2001: Managing Director</p> <p>Mar. 2003: Senior Managing Director</p> <p>Mar. 2006: Executive Vice President & Representative Director</p> <p>May 2006: President & COO (present)</p>	16,800 shares
3	Toshizo Tanaka (Oct. 8, 1940)	<p>As of</p> <p>Apr. 1964: Entered the Company</p> <p>Mar. 1995: Director</p> <p>Mar. 1997: Managing Director</p> <p>Mar. 2001: Senior Managing Director</p> <p>Mar. 2007: Executive Vice President & Director</p> <p>Mar. 2008: Executive Vice President & CFO (present)</p> <p>Apr. 2009: Senior General Manager of Policy & Economy Research Center</p>	18,452 shares

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(present)
Jan. 2010: Group Executive of General Affairs
Headquarters (present)

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Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts	Number of the Company's shares held
4	Toshiaki Ikoma (Mar. 5, 1941)	<p>As of</p> <p>Apr. 2005: Adviser of the Company</p> <p>Jul. 2007: R&D Adviser</p> <p>Jan. 2008: Special R&D Adviser</p> <p>Jan. 2009: Group Executive of Corporate R&D Headquarters (present)</p> <p>Mar. 2009: Executive Vice President & CTO (present)</p> <p>Jul. 2009: Chief Executive of Optical Products Operations (present)</p> <p>(Important concurrent posts)</p> <p>- President of The Canon Foundation</p> <p>- Director of Hitachi Metals, Ltd.</p>	4,100 shares
5	Kunio Watanabe (Oct. 3, 1944)	<p>As of</p> <p>Apr. 1969: Entered the Company</p> <p>Apr. 1995: Group Executive of Corporate Planning Development Headquarters (present)</p> <p>Mar. 1999: Director</p> <p>Mar. 2003: Managing Director</p> <p>Jan. 2007: Deputy Group Executive of Policy & Economy Research Headquarters</p> <p>Mar. 2008: Senior Managing Director (present)</p>	17,652 shares
6	Yoroku Adachi (Jan. 11, 1948)	<p>As of</p> <p>Apr. 1970: Entered the Company</p> <p>Mar. 2001: Director</p> <p>Mar. 2005: Managing Director</p> <p>Apr. 2005: President & CEO of Canon U.S.A., Inc. (present)</p> <p>Mar. 2009: Senior Managing Director (present)</p> <p>(Important concurrent posts)</p> <p>- President & CEO of Canon U.S.A., Inc.</p>	17,600 shares

		As of	
		Apr. 1974:	Entered the Company
		Mar. 2001:	Director
7	Yasuo Mitsuhashi (Nov. 23, 1949)	Apr. 2003:	Chief Executive of Peripheral Products Operations (present)
		Mar. 2005:	Managing Director
		Mar. 2009:	Senior Managing Director (present)
		Apr. 2009:	Chief Executive of Chemical Products Operations
			13,777 shares

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Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts	Number of the Company's shares held
8	Tomonori Iwashita (Jan. 28, 1949)	<p>As of Apr. 1972: Entered the Company Mar. 2003: Director Mar. 2007: Managing Director (present) Mar. 2007: Group Executive of Global Environment Promotion Headquarters (present Environment Headquarters) (present) Apr. 2007: Group Executive of Quality Management Headquarters (present)</p>	12,250 shares
9	Masahiro Osawa (May 26, 1947)	<p>As of Apr. 1971: Entered the Company Mar. 2004: Director Mar. 2007: Managing Director (present) Apr. 2007: Group Executive of Finance & Accounting Headquarters (present)</p>	9,742 shares
10	Shigeyuki Matsumoto (Nov. 15, 1950)	<p>As of Apr. 1977: Entered the Company Jan. 2002: Group Executive of Device Technology Development Headquarters (present) Mar. 2004: Director Mar. 2007: Managing Director (present)</p>	8,252 shares
11	Katsuichi Shimizu (Nov. 13, 1946)	<p>As of Apr. 1970: Entered the Company Mar. 2003: Director Apr. 2003: Chief Executive of Inkjet Products Operations (present) Mar. 2008: Managing Director (present)</p>	10,937 shares
12	Ryoichi Bamba (Nov. 25, 1946)	<p>As of Apr. 1972: Entered the Company Mar. 2003: Director Feb. 2008: President of Canon Europa N.V. (present) Feb. 2008: President of Canon Europe Ltd. (present) Mar. 2008: Managing Director (present) (Important concurrent posts) - President of Canon Europa N.V. - President of Canon Europe Ltd.</p>	10,200 shares

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Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts	Number of the Company's shares held
13	Toshio Homma (Mar. 10, 1949)	As of Apr. 1972: Entered the Company Mar. 2003: Director Jan. 2007: Chief Executive of L Printer Products Operations (present) Mar. 2008: Managing Director (present)	13,292 shares
14	Masaki Nakaoka (Jan. 3, 1950)	As of Apr. 1975: Entered the Company Mar. 2004: Director Apr. 2005: Chief Executive of Office Imaging Products Operations (present) Mar. 2008: Managing Director (present)	5,900 shares
15	Haruhisa Honda (Oct. 14, 1948)	As of Apr. 1974: Entered the Company Mar. 2004: Director Mar. 2007: Group Executive of Production Engineering Headquarters (present) Mar. 2008: Managing Director (present)	11,289 shares
16	Hideki Ozawa (Apr. 28, 1950)	As of Apr. 1973: Entered Canon Sales Co., Inc. (present Canon Marketing Japan Inc.) Apr. 2004: President of Canon Singapore Pte. Ltd. Apr. 2005: President of Canon (China) Co., Ltd. (present) Mar. 2007: Director (present) (Important concurrent posts) - President of Canon (China) Co., Ltd.	6,300 shares
17	Masaya Maeda (Oct. 17, 1952)	As of Apr. 1975: Entered the Company Jul. 2003: Deputy Group Executive of Digital Imaging Business Group Jan. 2006: Group Executive of Digital Imaging Business Group Mar. 2007: Director (present) Apr. 2007: Chief Executive of Image Communication Products Operation (present)	3,500 shares

Notes: 1. None of the candidates for the Directors have any special interest in the Company.
2. Mr. Fujio Mitarai, Mr. Tsuneji Uchida and Mr. Toshizo Tanaka are Representative Directors.

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Item No.3: Election of Three Corporate Auditors

The Corporate Auditor Mr. Kunihiro Nagata will retire at the end of this Meeting and the terms in office of the Corporate Auditors Mr. Yoshinobu Shimizu and Mr. Minoru Shishikura will expire at the end of this Meeting. We would like you to elect three Corporate Auditors.

The candidates for the Corporate Auditors are as follows.

Prior to our proposal of this item, we have already obtained the consent from the Board of Corporate Auditors.

Candidate No.	Name (Date of birth)	Brief personal record and important concurrent posts	Number of the Company's shares held
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