

UNIONBANCAL CORP
Form SC 13G/A
February 04, 2008
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 9)*

UnionBanCal Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

908906100

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

: Rule 13d-1(b)

: Rule 13d-1(c)

: Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 908906100

1 NAME OF REPORTING PERSON

2 Mitsubishi UFJ Financial Group, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 90,255,980
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7 -0-
SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

8 90,255,980
SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 90,255,980
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 65.5%
TYPE OF REPORTING PERSON (See Instructions)

CO

CUSIP NO. 908906100

1 NAME OF REPORTING PERSON

2 The Bank of Tokyo–Mitsubishi UFJ, Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 90,217,308
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 -0-
SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 90,217,308
SHARED DISPOSITIVE POWER

WITH

9 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 90,217,308
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 65.5%
TYPE OF REPORTING PERSON (See Instructions)

CO

Page 3 of 13

CUSIP NO. 908906100

1 NAME OF REPORTING PERSON

2 Mitsubishi UFJ Trust and Banking Corporation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 30,272
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 -0-
SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 30,272
SHARED DISPOSITIVE POWER

WITH

9 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 30,272
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.0%
TYPE OF REPORTING PERSON (See Instructions)

CO

CUSIP NO. 908906100

1 NAME OF REPORTING PERSON

2 Mitsubishi UFJ Asset Management Co., Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

6 8,400
SHARED VOTING POWER

7 -0-
SOLE DISPOSITIVE POWER

8 8,400
SHARED DISPOSITIVE POWER

9 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 8,400
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.0%
TYPE OF REPORTING PERSON (See Instructions)

CO

Page 5 of 13

CUSIP NO. 908906100

ITEM 1

(a) Name of Issuer

UnionBanCal Corporation

(b) Address of Issuer's Principal Executive Offices

400 California Street, San Francisco, California 94104-1476, U.S.A.

ITEM 2

(a) Names of Persons Filing

Mitsubishi UFJ Financial Group, Inc. ("MUFG")

The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BTMU")

Mitsubishi UFJ Trust and Banking Corporation ("MUTB")

Mitsubishi UFJ Asset Management Co., Ltd. ("MUAM")

(b) Address of Principal Business Office or, if none, Residence

MUFG:

7-1 Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-8330, Japan

BTMU:

7-1 Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-8388, Japan

MUTB:

4-5 Marunouchi 1-chome, Chiyoda-ku

Tokyo 100-8212, Japan

MUAM:

4-5 Marunouchi 1-chome, Chiyoda-ku

Tokyo 100-8212, Japan

(c) Citizenship

Not applicable.

(d) Title of Class of Securities

Common Stock

(e) **CUSIP Number**

908906100

Page 6 of 13

CUSIP NO. 908906100

ITEM 3

If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

ITEM 4

Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For MUFG

| | | |
|-----|---|------------|
| (a) | Amount Beneficially Owned: | 90,255,980 |
| (b) | Percent of Class: | 65.48% |
| (c) | Number of shares as to which the person has: | |
| | (i) Sole power to vote or to direct the vote: | 90,255,980 |
| | (ii) Shared power to vote or to direct the vote: | -0- |
| | (iii) Sole power to dispose or to direct the disposition of: | 90,255,980 |
| | (iv) Shared power to dispose or to direct the disposition of: | -0- |

For BTMU

| | | |
|-----|--|------------|
| (a) | Amount Beneficially Owned: | 90,217,308 |
| (b) | Percent of Class: | 65.45% |
| (c) | Number of shares as to which the person has: | |
| | (i) Sole power to vote or to direct the vote: | 90,217,308 |
| | (ii) Shared power to vote or to direct the vote: | -0- |

CUSIP NO. 908906100

| | |
|---|------------|
| (iii) Sole power to dispose or to direct the disposition of: | 90,217,308 |
| (iv) Shared power to dispose or to direct the disposition of: | -0- |

For MUTB

| | |
|---|--------|
| (a) Amount Beneficially Owned: | 30,272 |
| (b) Percent of Class: | 0.02% |
| (c) Number of shares as to which the person has: | |
| (i) Sole power to vote or to direct the vote: | 30,272 |
| (ii) Shared power to vote or to direct the vote: | -0- |
| (iii) Sole power to dispose or to direct the disposition of: | 30,272 |
| (iv) Shared power to dispose or to direct the disposition of: | -0- |

For MUAM

| | |
|---|-------|
| (a) Amount Beneficially Owned: | 8,400 |
| (b) Percent of Class: | 0.01% |
| (c) Number of shares as to which the person has: | |
| (i) Sole power to vote or to direct the vote: | 8,400 |
| (ii) Shared power to vote or to direct the vote: | -0- |
| (iii) Sole power to dispose or to direct the disposition of: | 8,400 |
| (iv) Shared power to dispose or to direct the disposition of: | -0- |

ITEM 5 Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company

As of December 31, 2007, MUFG beneficially owns 90,255,980 shares indirectly through its subsidiaries as follows: BTMU holds 90,217,308 shares; MUTB holds 30,272 shares; and MUAM holds 8,400 shares. As of the same date, no pecuniary interest, as defined in Rule 16a-1 under the U.S. Securities Exchange Act of 1934, is held or shared by MUFG, MUTB or MUAM with respect to the 30,272 shares held by MUTB or the 8,400 shares held by MUAM.

CUSIP NO. 908906100

ITEM 8 Identification and Classification of Members of the Group

Not applicable.

ITEM 9 Notice of Dissolution of Group

Not applicable.

ITEM 10 Certification

Not applicable.

Page 9 of 13

CUSIP NO. 908906100

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2008

MITSUBISHI UFJ FINANCIAL GROUP, INC.

By: /s/ Takami Onodera

Name: Takami Onodera

Title: General Manager, Credit & Investment Management Division

Page 10 of 13

CUSIP NO. 908906100

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2008

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.

By: /s/ Akira Kamiya

Name: Akira Kamiya

Title: Executive Officer & General Manager, Global Planning Division

Page 11 of 13

CUSIP NO. 908906100

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2008

mitsubishi ufj trust and banking corporation

By: /s/ Koji Kawakami

Name: Koji Kawakami

Title: Deputy General Manager of Trust Assets Planning Division

Page 12 of 13

CUSIP NO. 908906100

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2008

mitsubishi ufj asset management co., ltd.

By: /s/ Katsutoshi Edamura

Name: Katsutoshi Edamura

Title: General Manager of Risk Management Division

Page 13 of 13