

UNIONBANCAL CORP  
Form SC 13G/A  
February 08, 2007

=====

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 8)\*

UNIONBANCAL CORPORATION  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

908906100  
(CUSIP Number)

DECEMBER 31, 2006  
(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  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)

Mitsubishi UFJ Financial Group, Inc.

Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

2 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

|              |   |                          |
|--------------|---|--------------------------|
| NUMBER OF    | 5 | SOLE VOTING POWER        |
| SHARES       |   | 90,279,397               |
| BENEFICIALLY | 6 | SHARED VOTING POWER      |
| OWNED BY     |   | -0-                      |
| EACH         | 7 | SOLE DISPOSITIVE POWER   |
| REPORTING    |   | 90,279,397               |
| PERSON       | 8 | SHARED DISPOSITIVE POWER |
| WITH         |   | -0-                      |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

90,279,397

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

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

64.9%

12 TYPE OF REPORTING PERSON (See Instructions)

CO

Page 2 of 13

CUSIP No. 908906100

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)  
  
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a)   
 (b)

Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

|              |   |                          |
|--------------|---|--------------------------|
| NUMBER OF    | 5 | SOLE VOTING POWER        |
| SHARES       |   | 90,217,308               |
| BENEFICIALLY | 6 | SHARED VOTING POWER      |
| OWNED BY     |   | -0-                      |
| EACH         | 7 | SOLE DISPOSITIVE POWER   |
| REPORTING    |   | 90,217,308               |
| PERSON       | 8 | SHARED DISPOSITIVE POWER |
| WITH         |   | -0-                      |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

90,217,308

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

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

64.9%

12 TYPE OF REPORTING PERSON (See Instructions)

CO

Page 3 of 13

CUSIP No. 908906100

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)

Mitsubishi UFJ Trust and Banking Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

Tokyo, Japan

|              |  |                          |
|--------------|--|--------------------------|
| -----        |  |                          |
| NUMBER OF    | 5  | SOLE VOTING POWER        |
| SHARES       |  | 54,089                   |
| -----        |  |                          |
| BENEFICIALLY | 6  | SHARED VOTING POWER      |
| OWNED BY     |  | -0-                      |
| -----        |  |                          |
| EACH         | 7  | SOLE DISPOSITIVE POWER   |
| REPORTING    |  | 54,089                   |
| -----        |  |                          |
| PERSON       | 8  | SHARED DISPOSITIVE POWER |
| WITH         |  | -0-                      |
| -----        |  |                          |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                           |                          |
|              | 54,089   |                          |
| -----        |  |                          |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br>(See Instructions) |                          |
|              | [ ]  |                          |
| -----        |  |                          |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                      |                          |
|              | 0.0%   |                          |
| -----        |  |                          |
| 12           | TYPE OF REPORTING PERSON (See Instructions)  |                          |
|              | CO   |                          |
| -----        |  |                          |

Page 4 of 13

CUSIP No. 908906100

|       |   |     |
|-------|---|-----|
| ----- |   |     |
| 1     | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only) |     |
|       | Mitsubishi UFJ Asset Management Co., Ltd.   |     |
| ----- |   |     |
| 2     | 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  |     |
| ----- |   |     |

|           |   |                   |
|-----------|---|-------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
|-----------|---|-------------------|

Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

|              |   |
|--------------|---|
| SHARES       | 8,000   |
| -----        |   |
| BENEFICIALLY | 6 SHARED VOTING POWER   |
| OWNED BY     | -0-   |
| -----        |   |
| EACH         | 7 SOLE DISPOSITIVE POWER  |
| REPORTING    | 8,000   |
| -----        |   |
| PERSON       | 8 SHARED DISPOSITIVE POWER  |
| WITH         | -0-   |
| -----        |   |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |
|              | 8,000   |
| -----        |   |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br>(See Instructions) <span style="float: right;">[ ]</span> |
| -----        |   |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |
|              | 0.0%  |
| -----        |   |
| 12           | 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")

Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

(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 SECTION 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 section 240.13d-1(b) (1) (ii) (E);
- (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F);

Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

- (g) [ ] A parent holding company or control person in accordance with section 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 section 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: 90,279,397
- (b) Percent of Class: 64.90%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 90,279,397
  - (ii) Shared power to vote or to direct the vote: -0-
  - (iii) Sole power to dispose or to direct the disposition of: 90,279,397
  - (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: 64.85%
- (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-

Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

disposition of: 90,217,308

(iv) Shared power to dispose or to direct the disposition of: -0-

For MUTB

(a) Amount Beneficially Owned: 54,089

(b) Percent of Class: 0.04%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 54,089

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 54,089

(iv) Shared power to dispose or to direct the disposition of: -0-

For MUAM

(a) Amount Beneficially Owned: 8,000

(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: 8,000

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 8,000

(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, 2006, MUFG beneficially owns 90,279,397 shares indirectly through its subsidiaries as follows: BTMU holds 90,217,308 shares; MUTB holds 54,089 shares; and MUAM



Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

holds 8,000 shares.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP  
Not applicable.

Page 8 of 13

CUSIP No. 908906100  
-----

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: January 31, 2007

MITSUBISHI UFJ FINANCIAL GROUP, INC.

By: /s/ Takami Onodera

-----  
Name: Takami Onodera

Title: General Manager, Credit &  
Investment Management Division

Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

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: January 31, 2007

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.

By: /s/ Akira Kamiya  
-----

Name: Akira Kamiya

Title: Executive Officer & General Manager  
Global Planning Divison

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: January 31, 2007

MITSUBISHI UFJ TRUST AND BANKING CORPORATION

By: /s/ Koji Kawakami  
-----

Edgar Filing: UNIONBANCAL CORP - Form SC 13G/A

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: January 31, 2007

MITSUBISHI UFJ ASSET MANAGEMENT CO., LTD.

By: /s/ Yasushi Inoue  
-----

Name: Yasushi Inoue

Title: General Manager of Risk Management  
Division

Page 13 of 13