CANON INC
Form 6-K
November 18, 2009

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 **.... November.. , 2009**

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   **X**   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   **X**

[If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82-

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**... November 17, 2009....**   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. Canon gives Notice to AFM of Acquired Shareholding in OCÉ

November 17, 2009

Canon Inc.
Chairman & CEO: Fujio Mitarai
Securities code: 7751
[Tokyo (First Section) and other Stock
Exchanges]
Inquiries:
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Canon gives Notice to AFM of Acquired Shareholding in OCÉ

On November 16, 2009 Canon Inc. (trading symbol CAJ) (Canon) and Océ N.V. (trading symbol OCE) (Océ) announced that Canon intends to make a fully self-funded, public cash offer for all the issued and outstanding ordinary shares of Océ (the Ordinary Shares) at an offer price of 8.60 in cash per Ordinary Share.

Today, Canon has given notice to the AFM (Dutch Authority Financial Markets) that it has acquired through market purchases a number of Ordinary Shares representing approximately 16.9% of Océ s total issued share capital. These Ordinary Shares were acquired by Canon at an average price of 8.542 (with 8.56 as the highest price paid) and represent approximately 21.3% of the total Ordinary Shares.

This notice is for information purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell Océ s Shares.

This notice contains forward-looking statements with respect to future results, performance and achievements that are subject to risk and uncertainties and reflect management s views and assumptions formed by available information. All statements other than statements of historical fact are statements that could be considered forward-looking statements. When used in this document, words such as anticipate, believe, estimate, expect, intend, may, plan, pro and similar expressions, as they relate to Canon, are intended to identify forward-looking statements. Many factors could cause the actual results, performance or achievements of Canon to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others, changes in general economic and business conditions, changes in currency exchange rates and interest rates, introduction of competing products by other companies, lack of acceptance of new products or services by Canon s targeted customers, inability to meet efficiency and cost-reduction objectives, changes in business strategy and various other factors, both referenced and not referenced in this notice. A detailed description of these and other risk factors is included in Canon s annual report on Form 20-F, which is on file with the United States Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. Canon does not intend or assume any obligation to update these forward-looking statements.