

SONY CORP
Form 6-K
June 02, 2009

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 6-K**

REPORT OF FOREIGN PRIVATE ISSUER

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of June 2009

Commission File Number: 001-06439

SONY CORPORATION

(Translation of registrant's name into English)

7-1, KONAN 1-CHOME, MINATO-KU, TOKYO 108-0075, JAPAN

(Address of principal executive offices)

The registrant files annual reports under cover of Form 20-F.

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 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-_____

SONY CORPORATION

Notice of the Ordinary General Meeting of

Shareholders to be held on June 19, 2009

To the Registered Holders of American Depositary Receipts representing Common Stock of Sony Corporation (the Corporation):

The undersigned Depositary has received notice that the Corporation has called an ordinary general meeting of shareholders to be held in Tokyo, Japan on June 19, 2009 (the Meeting) for the following purposes:

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and Audit Reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2009 (from April 1, 2008 to March 31, 2009) pursuant to the Companies Act of Japan.

PROPOSALS TO BE ACTED UPON:

1. To amend a part of the Articles of Incorporation.
2. To elect 15 Directors.
3. To issue Stock Acquisition Rights for the purpose of granting stock options.

EXPLANATION OF THE SUBJECT MATTER OF THE MEETING

MATTERS TO BE REPORTED:

Edgar Filing: SONY CORP - Form 6-K

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and Audit Reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2009 (from April 1, 2008 to March 31, 2009).

Note: **The Consolidated Financial Statements will be available on the Sony Investor Relations website on June 1, 2009.**

This document can be accessed at <http://www.sony.net/SonyInfo/IR/stock/meeting.html>

1

PROPOSALS TO BE ACTED UPON:

1. To amend a part of the Articles of Incorporation.

1. Reasons for Amendments

Upon the enforcement of the Paperless Share Transfer System pursuant to the enactment of the Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities (Law No. 88, 2004), it is proposed that all provisions concerning share certificates, beneficial shareholders and the register of beneficial shareholders be deleted from the Articles of Incorporation. In addition, it is proposed that necessary amendments related thereto be made to the Articles of Incorporation, including amending and adding the other words.

2. Contents of Amendments

Proposed amendments are set out below:
(Underlined portions are to be amended.)

Current Articles

Proposed Amendment

Article 8. (Issuance of Share Certificates)

1. The Corporation shall issue share certificates representing its issued shares.

[Deleted]

2. Notwithstanding the provision of the preceding paragraph, the Corporation shall not issue any certificates for shares constituting less than one full unit.

Article 9. (Request for the Sale of Shares Constituting Less Than One Full Unit)

Article 8. (Request for the Sale of Shares Constituting Less Than One Full Unit)

A shareholder (including a beneficial shareholder; hereinafter the same interpretation being applicable) holding shares constituting less than one full unit may request the Corporation to sell to the shareholder such amount of shares which will, when added together with the shares constituting less than one full unit, constitute one full unit of stock.

A shareholder holding shares constituting less than one full unit may request the Corporation to sell to the shareholder such amount of shares which will, when added together with the shares constituting less than one full unit, constitute one full unit of stock.

Current Articles

Proposed Amendment

Article 10. (Transfer Agent)

Article 2. (Transfer Agent)

1. The Corporation shall appoint a transfer agent. The transfer agent and its handling office shall be designated by a resolution of the Board of Directors of the Corporation or a determination of the Corporate Executive Officer to whom the determination has been delegated by a resolution of the Board of Directors of the Corporation and public notice thereof shall be given by the Corporation.

1. *[Not amended]*

2. The register of shareholders (including the register of beneficial shareholders; hereinafter the same interpretation being applicable), the register of lost share certificates and the register of stock acquisition rights of the Corporation shall be kept at the handling office of the transfer agent. The Corporation shall cause the transfer agent to handle the business pertaining to shares and stock acquisition rights, such as entry (including digital entry; hereinafter the same interpretation being applicable) into the register of shareholders, the register of lost share certificates, the register of stock acquisition rights, and purchase and sale of shares constituting less than one full unit, etc. The Corporation itself shall not handle the above matters directly

2. The register of shareholders and the register of stock acquisition rights of the Corporation shall be kept at the handling office of the transfer agent. The Corporation shall cause the transfer agent to handle the business pertaining to shares and stock acquisition rights, such as entry (including digital entry; hereinafter the same interpretation being applicable) into the register of shareholders and the register of stock acquisition rights, and purchase and sale of shares constituting less than one full unit, etc. The Corporation itself shall not handle the above matters directly.

from Article 11. to Article 38. [Omitted]

from Article 10. to Article 37. [Not amended]

[New Articles]

(ADDENDUM)

Article 1.

The register of lost share certificates of the Corporation shall be kept at the handling office of the transfer agent. The Corporation shall cause the transfer agent to handle the business such as entry into the register of lost share certificates. The Corporation itself shall not handle the above matters directly.

Article 2.

The provisions of Article 1 and Article 2 of this Addendum shall be deleted as of January 6, 2010.

Edgar Filing: SONY CORP - Form 6-K

2. To elect 15 Directors.

The terms of office of all 14 Directors currently in office will expire at the conclusion of the Meeting. In accordance with the decision of the Nominating Committee, the election of the following 15 Directors is proposed.

Of the 15 director candidates, each of the 12 candidates for outside Director has management experience and demonstrated performance, expertise in fields including technology, an international orientation, independence in terms of having no special-interest relationships with the Corporation, and has been judged sufficiently able to fulfill the roles of determining the fundamental management policies of Sony Group and overseeing the management of Sony Group's business operations.

The candidates for Director are as follows:

(*Candidates for outside Director)

Name (Date of Birth)	Brief Personal History and Representative Status in Other Companies	Number of the Corporation's Shares Held
	May 1997 Entered Sony Corporation of America President, Sony Corporation of America	
	December 1998 Chairman and Chief Executive Officer, Sony Corporation of America (present)	
	June 1999 Director, Sony Corporation (present)	
	April 2003 Vice Chairman, Sony Corporation	
	June 2003 Vice Chairman, Corporate Executive Officer, Sony Corporation	
	June 2005 Chairman and Chief Executive Officer, Representative Corporate Executive Officer, Sony Corporation	
	April 2009 Chairman, Chief Executive Officer and President, Representative Corporate Executive Officer, Sony Corporation (present)	32,000 shares
1. Sir Howard Stringer (February 19, 1942)	This candidate has served as a Director of the Corporation for ten years. Currently, as the Chief Executive Officer of Sony Group, he is responsible for overall management of the entire Group.	
	April 1977 Entered Sony Corporation	
	June 1999 Corporate Vice President, Sony Corporation	
	June 2002 Corporate Senior Vice President, Sony Corporation	
	June 2003 Executive Vice President, Executive Officer, Sony Corporation	
	June 2004 Executive Deputy President, Corporate Executive Officer, Sony Corporation	
	April 2005 Electronics Chief Executive Officer, Sony Corporation	
	June 2005 Director, Sony Corporation (Present)	
	President, Representative Corporate Executive Officer, Sony Corporation	29,900 shares
2. Ryoji Chubachi (September 4, 1947)	April 2009 Vice Chairman, Representative Corporate Executive Officer, Sony Corporation (present)	

Edgar Filing: SONY CORP - Form 6-K

This candidate has served as a Director of the Corporation for four years. Currently, of the headquarters functions, he assists the Chief Executive Officer and is responsible for Product Quality & Safety and Environmental Affairs.

4

Edgar Filing: SONY CORP - Form 6-K

Name (Date of Birth)	Brief Personal History and Representative Status in Other Companies	Number of the Corporation's Shares Held
April 1969	Entered Sony Corporation	
May 2000	Deputy President and Chief Financial Officer, Sony Electronics Inc.	
June 2002	Corporate Senior Vice President, Sony Corporation	
June 2003	Senior Vice President, Executive Officer, Sony Corporation	
February 2004	Officer in charge of Corporate Planning and Control, and Accounting, Sony Corporation	
June 2004	Senior Vice President, Corporate Executive Officer, Sony Corporation	
June 2005	Executive Vice President and Chief Financial Officer, Corporate Executive Officer, Sony Corporation	
April 2009	Executive Vice President and Chief Financial Officer, Representative Corporate Executive Officer, Sony Corporation (present)	1,000 shares

3.

Nobuyuki Oneda

(May 6, 1945)

Currently, of the headquarters functions, Mr. Oneda is responsible for Corporate Planning and Control, Accounting, Tax, Finance, Investor Relations, and Disclosure Controls. The decision has been made by the Nominating Committee for Mr. Oneda to be a candidate for Director.

October 1958	Entered Fuji Photo Film Co., Ltd.	
September 1963	Entered Fuji Xerox Co., Ltd.	
December 1968	Director, Fuji Xerox Co., Ltd.	
December 1972	Managing Director, Fuji Xerox Co., Ltd.	
January 1976	Deputy President and Director, Fuji Xerox Co., Ltd.	
January 1978	President and Chief Executive Officer, Fuji Xerox Co., Ltd.	
January 1992	Chairman and Chief Executive Officer, Fuji Xerox Co., Ltd.	
June 1998	Director, Callaway Golf Company (present)	
July 1999	Director, Nippon Telegraph and Telephone Corporation (present)	
June 2003	Director, Sony Corporation (present)	6,100 shares
April 2006	Chief Corporate Advisor, Fuji Xerox Co., Ltd. (present)	

4.

* Yotaro Kobayashi

(April 25, 1933)

This candidate has extensive experience in global management and has served as an outside Director of the Corporation for six years. He currently serves as Chairman of the Board and Chair of the Nominating Committee.

5

Edgar Filing: SONY CORP - Form 6-K

Name (Date of Birth)	Brief Personal History and Representative Status in Other Companies	Number of the Corporation's Shares Held
	June 1980 Entered Braxton International	
	September 1987 Entered Bain & Company	
	August 1991 Entered Korn/Ferry International - Japan	
	May 1995 Director, Korn/Ferry International, U.S.A.	
	September 2000 Managing Director, Korn/Ferry International - Japan	
	July 2001 Representative Director & Regional Managing Director, Korn/Ferry International - Japan	
	June 2003 Director, Sony Corporation (present)	
	May 2009 Representative Director & Chairman, Korn/Ferry International - Japan (present)	-

5.

* Sakie T. Fukushima

(September 10, 1949)

This candidate has extensive knowledge of global personnel matters and an understanding of global management and has served as an outside Director of the Corporation for six years. She currently serves as Chair of the Compensation Committee.

April 1964	Entered Orient Leasing Co., Ltd. (currently, ORIX Corporation)
March 1970	Director, ORIX Corporation
November 1973	Managing Director, ORIX Corporation
May 1976	Senior Managing Director, ORIX Corporation
December 1979	Director, Deputy President, ORIX Corporation
December 1980	Representative Director, President, ORIX Corporation
April 2000	Representative Director, Chairman and Chief Executive Officer, ORIX Corporation
June 2003	Director, Sony Corporation (present)

6.

Director, Representative Executive Officer, Chairman and Chief Executive Officer, ORIX Corporation (present)

1,000 shares

* Yoshihiko Miyauchi

(September 13, 1935)

This candidate has practiced innovative management in Japan, has an extensive knowledge of corporate governance and has served as an outside Director of the Corporation for six years. He currently serves as Vice Chairman of the Board and a member of the Nominating Committee.

6

Edgar Filing: SONY CORP - Form 6-K

Name (Date of Birth)	Brief Personal History and Representative Status in Other Companies	Number of the Corporation's Shares Held
-------------------------	---	---

	December 1962	Entered Arthur Andersen & Co.	
	September 1986	Country Managing Partner - Japan, Arthur Andersen & Co.	
		President, Eiwa Audit Corporation	
	October 1991	President, Inoue Saito Eiwa Audit Corporation	
	October 1993	Executive Director, Asahi & Co.	
		Deputy Country Managing Partner - Japan, Arthur Andersen & Co.	
7.	June 1999	Director, Sumitomo Banking Corporation	
	June 2000	Statutory Corporate Auditor, Stanley Electric Co., Ltd. (present)	
* Yoshiaki Yamauchi	April 2001	Director, Sumitomo Mitsui Banking Corporation	
	December 2002	Director, Sumitomo Mitsui Financial Group, Inc. (present)	
(June 30, 1937)	June 2003	Director, Sony Corporation (present)	
	June 2005	Director, Sumitomo Mitsui Banking Corporation (present)	-

In addition to auditing experience and international expertise as a certified public accountant, this candidate's track record includes the management of auditing firms. He has served as an outside Director of the Corporation for six years. He currently serves as Chair of the Audit Committee.

He is an outside director of Sumitomo Mitsui Banking Corporation (SMBC). In December 2005, SMBC received a recommendation issued by the Japanese Fair Trade Commission based on several violations of Article 19 of the Anti-Monopoly Act (Prohibition on Unfair Trade Practices) with respect to certain sales activities of SMBC during his tenure in this position. In April 2006, SMBC also received administrative orders issued by the Financial Services Agency of Japan with respect to such sales activities under the Banking Act. He had previously cautioned the board of directors at SMBC about the bank's overall business activities from the standpoint of legal compliance. After this incident occurred, he voiced his opinion about recovering the bank's credibility by conducting an internal investigation and implementing thorough measures to prevent a recurrence.

	October 1981	Entered ICL plc	
	December 1986	Chairman, ICL plc	
	January 1996	Chief Executive Officer, British Telecom plc	
	March 2002	Director, Telefonaktiebolaget LM Ericsson (present)	
		Director, Mentor Graphics Corporation (present)	
	April 2002	Director, Taiwan Semiconductor Manufacturing Company Ltd. (present)	
	May 2004	Member of the Advisory Board, Sony Corporation	-
8.	December 2004	Director, Actis Capital LLP (present)	
	June 2005	Director, Sony Corporation (present)	
* Sir Peter Bonfield	December 2006	Chairman of the Supervisory Board, NXP B.V. (present)	
(June 3, 1944)		Director, Dubai International Capital LLC (present)	

In addition to serving as Chief Executive Officer of British Telecom, this candidate was a member of the Advisory Board of the Corporation and has served as an outside Director of the Corporation for four years. He currently serves as a member of the Nominating Committee.

Edgar Filing: SONY CORP - Form 6-K

Name	Brief Personal History and Representative Status in Other Companies	Number of the Corporation's Shares Held
(Date of Birth)		
	April 1961 Entered Hitachi, Ltd.	
	February 1988 Entered Century Audit Corporation	
	May 1999 Chairman, Century Audit Corporation	
	July 2000 Deputy Director, Ohta-Showa Century Audit Corporation	
	May 2002 Executive Vice President, Kawada Corporation	
	August 2003 Chief of Sumita Accounting Office (present)	
	June 2005 Director, Sony Corporation (present)	

1,600 shares

9.

* Fueo Sumita

(May 24, 1938)

In addition to auditing experience and international expertise as a certified public accountant, this candidate's track record includes the management of auditing firms. He has served as an outside Director of the Corporation for four years. He currently serves as a member of the Audit Committee.

April 1960	Entered Toyota Motor Corporation
September 1988	Director, Toyota Motor Corporation
December 1988	President, Toyota Motor Manufacturing U.S.A.
September 1994	Managing Director, Toyota Motor Corporation
June 1996	Senior Managing Director, Toyota Motor Corporation
June 1998	Executive Vice President, Toyota Motor Corporation
June 1999	President, Toyota Motor Corporation
June 2005	Vice Chairman, Toyota Motor Corporation
June 2006	Director, Sony Corporation (present)
	Representative Director, Chairman of the Board, Toyota Motor Corporation (present)

10.

3,000 shares

* Fujio Cho

(February 2, 1937)

This candidate has insight and experience in managing manufacturers and global companies. He has served as an outside Director of the Corporation for three years. He currently serves as a member of the Nominating Committee.

8

Edgar Filing: SONY CORP - Form 6-K

Name (Date of Birth)	Brief Personal History and Representative Status in Other Companies	Number of the Corporation's Shares Held
	January 1979 Entered McKinsey & Company	
	June 1986 Principal Partner, McKinsey & Company	
	June 1991 Director, McKinsey & Company	
	June 1996 Managing Director and Chairman, A.T. Kearney, Asia	
	June 2003 Chairman, J-Will Partners Co., Ltd.	
	April 2004 Director, Daiwa Securities Group Inc. (present) Professor, Graduate School of International Corporate Strategy, Hitotsubashi University (present)	
11.	June 2005 Director, Fuji Fire and Marine Insurance Co., Ltd. (present)	
	April 2007 Director, Fukuoka Financial Group, Inc. (present)	
* Ryuji Yasuda	June 2007 Director, Sony Corporation (present)	

4,000 shares

(April 28, 1946)

This candidate has experience as a university professor, consultant and corporate manager, as well as expertise in corporate strategy and financial institution management. He has served as an outside Director of the Corporation for two years. He currently serves as a member of the Audit Committee.

He is an outside director of Fuji Fire and Marine Insurance Co., Ltd. (Fuji Fire). In March 2007, during his tenure in that position, Fuji Fire received administrative orders issued by the Financial Services Agency of Japan under the Insurance Business Act for inappropriately failing to pay insurance claims on some of its insurance products. He had previously cautioned the board of directors of Fuji Fire about Fuji Fire's overall business management structure from the standpoint of legal compliance. After this incident occurred, he voiced his opinion about the need to investigate the issues and to initiate fundamental reform of business operations to prevent a recurrence.

	July 1971 Entered IBM Japan, Ltd.	
	April 1995 Director, IBM Japan, Ltd.	
	April 2000 Managing Director, IBM Japan, Ltd.	
	April 2004 Senior Managing Director, IBM Japan, Ltd.	
	May 2005 Director, PARCO Co., Ltd. (present)	
	April 2007 Technical Advisor, IBM Japan, Ltd.	
	May 2007 Chairman, Japan Women's Innovative Network (present)	
	June 2007 Director, Benesse Corporation	
12.	April 2008 Director and Vice Chairman, Benesse Corporation (present)	300 shares
* Yukako Uchinaga	Chairman of the Board, Chief Executive Officer and President, Berlitz International, Inc. (present)	
(July 5, 1946)	June 2008 Director, Sony Corporation (present) Auditor, Sompo Japan Insurance Inc. (present)	

In addition to business experience and specialties focusing on technology cultivated at IBM, this candidate has extensive experience in promoting workplace diversity. Since 2008, she has served as an outside Director of the Corporation. She currently serves as a member of the Nominating Committee.

Edgar Filing: SONY CORP - Form 6-K

Name	Brief Personal History and Representative Status in Other Companies	Number of the Corporation's Shares Held
(Date of Birth)	April 1970 Entered The Mitsui Bank, Ltd. June 1998 Director, The Sakura Bank, Ltd. April 2001 Managing Director, Sumitomo Mitsui Banking Corporation June 2003 Director, Sumitomo Mitsui Financial Group, Inc.	
13.	April 2004 Senior Managing Director, The Japan Research Institute, Limited June 2005 Senior Managing Director, Sumitomo Mitsui Banking Corporation June 2007 Deputy President, Sumitomo Mitsui Banking Corporation Representative Director, Chairman of the Board, The Japan Research Institute, Limited (present)	
* Mitsuaki Yahagi	June 2008 Corporate Auditor, Toray Industries, Inc. (present) Director, Sony Corporation (present)	
(March 3, 1948)	Corporate Auditor, Mitsui Engineering & Shipbuilding Co., Ltd. (present)	

This candidate has expertise and insight in the area of bank management. Since 2008, he has served as an outside Director of the Corporation. He currently serves as a member of the Compensation Committee.

He was a director of Sumitomo Mitsui Banking Corporation (SMBC). In December 2005, SMBC received a recommendation issued by the Japanese Fair Trade Commission based on several violations of Article 19 of the Anti-Monopoly Act (Prohibition on Unfair Trade Practices) with respect to certain sales activities of SMBC during his tenure in this position. In April 2006, SMBC also received administrative orders issued by the Financial Services Agency of Japan with respect to such sales activities under the Banking Act. After this i