

MITSUBISHI TOKYO FINANCIAL GROUP INC

Form 6-K

March 23, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Issuer

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

For the month of March, 2005

MITSUBISHI TOKYO FINANCIAL GROUP, INC.

(Translation of registrant's name into English)

4 -1, Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-6326, 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

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.

Date: March 23, 2005

MITSUBISHI TOKYO FINANCIAL GROUP, INC.

By: /S/ Ryutaro Kusama

Name: Ryutaro Kusama
Title: Chief Manager, General Affairs
Corporate Administration Division

MTFG to strengthen relationship with Mitsubishi Research Institute in development

of IT solutions business:

MTFG to transfer part of its DCS shareholding

Tokyo, March 23, 2005 Today Mitsubishi Tokyo Financial Group, Inc. (MTFG; President: Nobuo Kuroyanagi) announced that it would transfer part of its shareholding (35% of total outstanding shares) in Diamond Computer Service, Co. Ltd. (DCS; President: Akio Goto) to Mitsubishi Research Institute, Inc. (MRI; President: Takeshi Yano) and would strengthen its relationship with MRI in the development of the Group's IT solutions business.

As a result DCS will become a 60% owned subsidiary of MRI and will cease to be a subsidiary of MTFG.

In order to respond to the needs of customers who wish to make the optimal use of IT for corporate reform, MTFG has promoted links with MRI, and last year made DCS a subsidiary with the aim of providing diverse and innovative value-added solutions. MRI also became a 25% shareholder of DCS and placed a director on its board.

Based on these existing relationships MTFG has now decided to strengthen the capital relationship between MRI and DCS through a transfer of shares in order to deepen their relationship and create a full support framework ranging from management consulting on system construction to business system construction.

MTFG will continue to hold 40% of DCS shares, and DCS will aim to deliver added value to MTFG customers by providing IT solutions that combine high-level consulting functions with cutting-edge information technology and development resources.

1. Outline of Diamond Computer Services (As of December 31, 2004)

| | | |
|--------------------------------------|---|-----|
| (1) Company name | Diamond Computer Service, Co. Ltd. | |
| (2) Representative | Akio Goto | |
| (3) Headquarters location | Gobancho 4-7, Chiyoda-ku, Tokyo | |
| (4) Date of establishment | July 10, 1970 | |
| (5) Paid-in Capital | ¥6,059 million | |
| (6) Main business | Information services business | |
| (7) Fiscal year end | March 31 | |
| (8) No. of employees | 1,400 (as of April 1, 2004) | |
| (9) Shareholders funds | ¥25,675 million (as of the end of September 2004) | |
| (10) Total Outstanding Shares | 19,411,639 | |
| (11) Main shareholders and % holding | Mitsubishi Tokyo Financial Group | 75% |
| | Mitsubishi Research Institute | 25% |
| (12) Financial results | | |

(¥ million)

| Fiscal Period | Year ended March 31, 2003 | Year ended March 31, 2004 |
|--|---------------------------|---------------------------|
| Net sales | 28,073 | 30,147 |
| Operating Profit | 949 | 1,304 |
| Ordinary Profit | 1,142 | 1,564 |
| Net income | 474 | 1,010 |
| Total assets | 28,985 | 36,300 |
| Shareholders equity | 22,072 | 26,157 |
| Net income per common share (¥) | 23.65 | 51.25 |
| Annual dividend per common share (¥) | 8.50 | 8.50 |
| Shareholders equity per common share (¥) | 1,136.34 | 1,350.17 |

2. Share transferee

| | |
|-----------------------|--|
| Company name | Mitsubishi Research Institute, Inc. |
| Representative | Takeshi Yano |
| Headquarters location | Otemachi 2-3-6, Chiyoda-ku, Tokyo |
| Main business | Research, Consulting, Solutions Services |

3. Number of shares to be transferred, transfer price and status of share ownership before and after transfer

| | <u>Mitsubishi Tokyo Financial Group</u> | <u>Mitsubishi Research Institute</u> |
|--|---|--|
| Number of shares held before transfer (% shareholding) | 14,558,639 (75%) | 4,853,000 (25%) |
| Number of voting rights | 14,558,639 | 4,853,000 |
| Number of shares to be transferred (value of transfer) | 6,794,000 (approx. ¥8.4 billion) | |
| Number of voting rights | 6,794,000 | |
| Number of shares held after transfer (% shareholding) | 7,764,639 (40%) | 11,647,000 (60%) |
| Number of voting rights | 7,764,639 | 11,647,000 |

4. Schedule

| | |
|----------------|---------------------------------------|
| March 23, 2005 | Completion of share transfer contract |
| March 31, 2005 | Delivery of share certificates |

5. MTFG business results forecast

No change from previously announced results forecasts.

Contacts:

MTFG

Corporate Communications Office

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