

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
February 17, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of February 2009.**

**Commission File Number 001-33098**

**Mizuho Financial Group, Inc.**

(Translation of registrant's name into English)

**5-1, Marunouchi 2-chome**

**Chiyoda-ku, Tokyo 100-8333**

**Japan**

(Address of principal executive office)

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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-\_\_\_\_\_ .



**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: February 16, 2009

Mizuho Financial Group, Inc.

By: /s/ Takashi Tsukamoto  
Name: Takashi Tsukamoto  
Title: Deputy President / CFO

February 16, 2009

To whom it may concern:

Company: Mizuho Trust & Banking Co., Ltd.  
 Representative: Takashi Nonaka, President & CEO  
 Head Office: 2-1, Yaesu1-chome, Chuou-ku, Tokyo  
 Code: 8404 (First Section of the Tokyo

Stock Exchange and First Section of

the Osaka Securities Exchange)

**Notice Concerning Determination of Certain Terms of the Issue of Stock Compensation-type**

**Stock Options (Stock Acquisition Rights)**

Mizuho Trust & Banking Co., Ltd. (the Company) hereby announces that, with respect to the Stock Acquisition Rights to be allotted to the Directors and Executive Officers of the Company, as resolved at the meeting of the Board of Directors held on January 30, 2009, the matters remaining undetermined have been determined as follows.

1. Aggregate Number of Stock Acquisition Rights:  
1,695

2. Amount to be Paid upon Allotment of the Stock Acquisition Rights:  
The amount to be paid per Stock Acquisition Right upon its allocation: 91,490 yen

The rights to remuneration held by the person who receives the allocation shall be offset by the obligation to pay the amount to be paid upon allocation of the Stock Acquisition Rights.

3. Persons to Be Allocated the Stock Acquisition Rights and Their Numbers; and Number of the Stock Acquisition Rights to Be Allocated:

	Number of persons to be allocated	Number of the Stock Acquisition Rights to be allocated
Director of the Company	7	670
Executive Officer of the Company	20	1,025

Contact: Mizuho Trust & Banking Co., Ltd.  
 Corporate Planning Dept.  
 Tel: 81-3-3274-9015