

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

X QUARTERLY REPORT UNDER SECTION 13 OR 15 (d)  
- --- OF THE SECURITIES EXCHANGE ACT OF 1934

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)  
- --- OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended March 1, 1997

Commission File No. 0-5813

HERMAN MILLER, INC.

A Michigan Corporation

ID No. 38-0837640

855 Main Avenue, PO Box 302, Zeeland, MI 49464-0302 Phone (616) 654 3000

Herman Miller, Inc.

(1) has filed all reports required to be filed by Section 13 or  
15(d) of the Securities Exchange Act of 1934 during the preceding 12  
months

Yes X No  
--- ---

(2) has been subject to such filing requirements for the past 90  
days.

Yes X No  
--- ---

Common Stock Outstanding at March 21, 1997-- 23,632,460 shares.

The Exhibit Index appears at page 18.

HERMAN MILLER, INC. FORM 10-Q  
FOR THE QUARTER ENDED MARCH 1, 1997  
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HERMAN MILLER, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(DOLLARS IN THOUSANDS)

	March 1, 1997 ----- (unaudited)	June 1, 1996 ----- (audited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$140,122	\$ 57,053
Accounts receivable, net	158,844	170,116
Inventories--		
Finished goods	22,901	24,787
Work in process	9,785	10,896
Raw materials	26,230	30,047
	-----	-----
Total inventories	58,916	65,730
	-----	-----
Prepaid expenses and current deferred income taxes	42,223	42,006
	-----	-----
Total current assets	400,105	334,905
	-----	-----
PROPERTY AND EQUIPMENT, AT COST	553,415	536,108
Less-accumulated depreciation	286,296	267,343
	-----	-----
Net property and equipment	267,119	268,765
	-----	-----
OTHER ASSETS:		
Notes receivable, net	37,200	39,212
Other noncurrent assets	47,232	52,029
	-----	-----
Total assets	\$751,656 =====	\$694,911 =====
	March 1, 1997 ----- (unaudited)	June 1, 1996 ----- (audited)
LIABILITIES & SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Unfunded checks	\$ 19,024	\$ 2,867
Current portion of long-term debt	163	317
Notes payable	21,992	21,148
Accounts payable	62,688	59,208
Accruals	170,656	135,487
	-----	-----
Total current liabilities	274,523	219,027
	-----	-----
LONG-TERM DEBT, less current portion	110,141	110,245
OTHER LIABILITIES	57,096	57,494
SHAREHOLDERS' EQUITY:		
Common stock \$.20 par value	4,726	4,934
Additional paid-in capital	--	14,468
Retained earnings	317,373	303,578
Cumulative translation adjustment	(10,130)	(11,633)
Key executive stock programs	(2,073)	(3,202)
	-----	-----
Total shareholders' equity	309,896	308,145
	-----	-----
Total liabilities and shareholders' equity	\$751,656 =====	\$694,911 =====

See accompanying notes to condensed consolidated financial statements.



HERMAN MILLER, INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
 (DOLLARS IN THOUSANDS EXCEPT PER SHARE DATA)  
 (UNAUDITED)

	Three Months Ended		Nine Months Ended	
	March 1, 1997	March 2, 1996	March 1, 1997	March 2, 1996
NET SALES	\$365,060	\$312,915	\$1,084,681	\$942,396
COST AND EXPENSES:				
Cost of goods sold	233,127	209,500	700,176	623,449
Operating expenses	96,271	83,401	284,883	252,740
International restructuring charges (1) (2)	13,736	--	19,236	--
Patent litigation settlements (3)	--	--	--	16,515
Interest expense	2,017	1,841	6,227	5,531
Other (income) expense, net	(1,426)	(472)	(2,474)	(1,908)
	343,725	294,270	1,008,048	896,327
INCOME BEFORE TAXES ON INCOME	21,335	18,645	76,633	46,069
PROVISION FOR TAXES ON INCOME	7,800	6,745	29,660	17,200
NET INCOME	\$ 13,535	\$ 11,900	\$ 46,973	\$ 28,869
NET INCOME PER SHARE	\$ .56	\$ .47	\$ 1.95	\$ 1.15
DIVIDENDS PER SHARE OF COMMON STOCK	\$ .13	\$ .13	\$ .39	\$ .39

See accompanying notes to condensed consolidated financial statements.

- (1) Restructuring charges were taken in the third quarter ended March 1, 1997, in connection with our German subsidiary. These charges had the effect of reducing net income by \$5.4 million and earnings per share by \$.23.
- (2) Intangible assets of our German subsidiary were written off in the second quarter ended November 30, 1996. This write-off had the effect of reducing net income by \$4.5 million and earnings per share by \$.19.
- (3) Litigation settlement charges were taken in the second quarter ended December 2, 1995. These charges had the effect of reducing net income by \$10.6 million and earnings per share by \$.42.

HERMAN MILLER, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF  
CASH FLOWS  
(DOLLARS IN THOUSANDS)  
(UNAUDITED)

	Nine Months Ended	
	March 1, 1997	March 2, 1996
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 46,973	\$ 28,869
Depreciation and amortization	35,848	34,121
Restructuring charges	19,236	--
Changes in current assets and liabilities	62,101	15,585
Other, net	7,968	8,081
	-----	-----
Net cash provided by operating activities	172,126	86,656
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Notes receivable repayments	329,599	350,216
Notes receivable issued	(328,979)	(349,285)
Capital expenditures	(44,041)	(42,323)
Other, net	(701)	363
	-----	-----
Net cash used for investing activities	(44,122)	(41,029)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net long-term debt borrowings (repayments)	(258)	13,287
Net short-term debt borrowings (repayments)	2,719	(51,000)
Dividends paid	(9,389)	(9,734)
Net common stock issued	6,926	9,542
Common stock purchased and retired	(45,139)	(4,493)
Other, net	--	(138)
	-----	-----
Net cash used for financing activities	(45,141)	(42,536)
	-----	-----
EFFECT OF EXCHANGE RATE CHANGES ON CASH	206	(881)
	-----	-----
NET INCREASE IN CASH AND CASH EQUIVALENTS	83,069	2,210
CASH AND CASH EQUIVALENTS BEGINNING OF PERIOD	57,053	16,488
	-----	-----
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$140,122	\$ 18,698
	=====	=====

See accompanying notes to condensed consolidated financial statements.

HERMAN MILLER, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOOTNOTE DISCLOSURES

The condensed consolidated financial statements have been prepared by the company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. The company believes that the disclosures made in this document are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the company's Annual Report on Form 10-K for the year ended June 1, 1996.

During February 1997 the Financial Accounting Standards Board issued statements of Financial Accounting Standards (FAS) Nos. 128 and 129, "Earnings Per Share" and "Disclosure of Information about Capital Structure." Both standards are effective for periods ending after December 15, 1997. The company will adopt these standards in its third quarter of fiscal 1998. Following the guidance in FAS No. 128, basic earnings per share for the three months ended March 1, 1997, and March 2, 1996, would be \$.57 and \$.47, respectively, and \$1.97 and \$1.15 for the nine-month period.

FISCAL YEAR

The company's fiscal year ends on the Saturday closest to May 31. Accordingly, the years ended June 1, 1996, and May 31, 1997, contain 52 weeks.

DOMESTIC RESTRUCTURING CHARGES

In the fiscal year ended June 3, 1995, the company recorded \$31.9 million in pretax restructuring charges, which reduced net income by \$20.3 million, or \$.82 per share. A charge of \$15.5 million was taken in the second quarter of fiscal 1995, to account for the closure of certain of the company's manufacturing and logistics facilities prior to the relocation of their production activities to other U.S. Herman Miller facilities. In addition, the charge also included the costs associated with the closure of and discontinuance of wood casegoods manufacturing in the Sanford, North Carolina, facility and the transfer of products produced there to Geiger International of Atlanta, Georgia, a respected contract provider of quality wood casegoods.

The \$16.4 million charge recorded in the fourth quarter of fiscal 1995 included charges in the United States for reductions in employment and the discontinuation of a product development program at the company's healthcare subsidiary, Milcare.

The \$31.9 million total pretax restructuring charge consisted of facilities and equipment write-offs (\$15.5 million), termination benefits (\$14.1 million), and other exit costs associated with the restructuring (\$2.3 million). Approximately 535 employees were terminated or took voluntary early retirement as a result of the facility closings and job elimination process. The closure of the manufacturing and logistics facilities was substantially complete at the end of fiscal 1995. The job elimination process was completed in July 1995.

Amounts paid or charged against these reserves during the first nine months of fiscal 1997 were as follows:

In Thousands	June 1, 1996 Balance -----	Costs Paid or Charged -----	Ending Balance -----
Facilities and equipment	\$5,330	\$2,520	\$2,810
Termination benefits	1,885	918	967
Other exit costs	278	198	80
	-----	-----	-----
	\$7,493	\$3,636	\$3,857
	=====	=====	=====

#### INTERNATIONAL RESTRUCTURING CHARGES

During the second quarter, declining sales and continuing losses at the company's German subsidiary led management, according to the company's accounting policies, to reevaluate the realizability of the subsidiary's intangible assets. At that time, the intangible assets of the subsidiary were determined to be impaired after comparing the undiscounted projected future cash flows of the subsidiary to the carrying value of the intangible assets of that subsidiary. The projected future cash flows were estimated based on historical earnings, market conditions, and assumptions reflected in internal operating plans and strategies. The carrying value of these intangible assets were then measured against their fair value using the undiscounted cash flow methodology. As a result, a pretax charge of \$5.5 million was recorded for the write-off of the goodwill and brand name assets of the subsidiary.

During the third quarter of fiscal 1997, management authorized and committed the company to a plan to restructure the manufacturing component of its German operations. The plan involves closing the manufacturing facility in Germany and is expected to be completed in fiscal 1998. The company recorded a pretax restructuring charge of \$13.7 million (\$5.4 million, or \$.23 per share after tax) in the third quarter of fiscal 1997. Of the \$13.7 million restructuring charge, approximately \$6.7 million related to severance and benefits for approximately 70 terminated employees, \$3.9 million reflected the assets being written down to liquidation value and \$3.1 million related to other exit costs. As of March 1, 1997, no costs have been charged against these restructuring reserves.

## SHAREHOLDER EQUITY

On March 18, 1997, the Board of Directors approved a 2-for-1 stock split effected in the form of a dividend to shareholders of record on March 31, 1997. The stock split is payable on April 15, 1997. The three- and nine-month results were \$.28 and \$.97, respectively, after considering the stock split.

The Board of Directors also approved an increase in the cash dividend from \$.065 to \$.0725 per share for shareholders of record on May 31, 1997, after considering the stock split.

## SUPPLEMENTAL CASH FLOW INFORMATION

Cash and cash equivalents include all highly liquid debt instruments purchased as part of the company's cash management function. Due to the short maturities of these items, the carrying amount approximates fair value.

Cash payments for income taxes and interest (in thousands) were as follows:

	Nine Months Ended	
	March 1,	March 2,
	1997	1996
Interest paid	\$ 8,287	\$ 5,615
Income taxes paid	\$42,199	\$11,589

## CONTINGENCIES

On January 7, 1992, Haworth, Inc. ("Haworth") filed a lawsuit against the company, alleging that the electrical systems used in the creation of the company's products infringed one or more of Haworth's patents. The lawsuit against the company followed a lawsuit filed by Haworth in 1985 against Steelcase, Inc., the industry's leader in market share, alleging violation of the same two patents. In 1989, Steelcase was held to infringe the patents and the matter was returned to private dispute resolution. The patents at issue expired prior to December 1, 1994.

During the second quarter ended December 2, 1995, the company's Board of Directors authorized management to engage in settlement discussions with Haworth. In January 1996, the company and Haworth agreed to terms of a settlement. The company continues to believe, based upon written opinion of counsel, that its products do not infringe Haworth's patents and the company would, more likely than not, have prevailed on the merits. However, based on the mounting legal costs, distraction of management focus, and the uncertainty present in any litigation, we concluded settlement was in the best interest of our shareholders. The settlement included a one-time cash payment of \$44.0

million in exchange for a complete release. The companies also exchanged limited covenants not to sue with respect to certain existing and potential patent designs.

The company simultaneously reached a settlement with one of its suppliers. The supplier agreed to pay the company \$11.0 million and, over the next seven years, to rebate a percentage of its sales to Herman Miller which are in excess of current levels.

The company recorded a net litigation settlement expense of \$16.5 million after applying previously recorded reserves and the settlement with the supplier.

The company, for a number of years, has sold various products to the United States Government under General Services Administration (GSA) multiple award schedule contracts. The GSA is permitted to audit the company's compliance with the GSA contracts. As a result of its audits, the GSA has asserted a refund claim under the 1982 contract for approximately \$2.7 million and has other contracts under audit review. Management has been notified that the GSA has referred the 1988 contract to the Justice Department for consideration of a potential civil False Claims Act case. Management disputes the audit result for the 1982 contract and does not expect resolution of that matter to have a material adverse effect on the company's consolidated financial statements. Management does not have information which would indicate a substantive basis for a civil False Claims Act under the 1988 contract.

The company is not aware of any other litigation or threatened litigation which would have a material impact on the company's financial statements.

## REPORT OF MANAGEMENT

In the opinion of the company, the accompanying unaudited condensed consolidated financial statements taken as a whole contain all adjustments, consisting of only a normal and recurring nature, necessary to present fairly the financial position of the company as of March 1, 1997, and the results of its operations and cash flows for the nine months then ended. Interim results are not necessarily indicative of results for a full year.

MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is management's discussion and analysis of certain significant factors which have affected the company's financial condition and earnings during the periods included in the accompanying condensed consolidated financial statements.

A. Financial Summary

A summary of the period-to-period changes is shown below. It should be noted that the nine months ended March 1, 1997, contained 39 weeks. All amounts are increases (decreases) unless otherwise noted. Dollars are shown in thousands.

	Three Months		Nine Months	
	\$	%	\$	%
NET SALES	52,145	16.7%	142,285	15.1%
COST OF GOODS SOLD	23,627	11.3%	76,727	12.3%
OPERATING EXPENSES	12,870	15.4%	32,143	12.7%
RESTRUCTURING CHARGES	13,736	100%	19,236	100%
PATENT LITIGATION SETTLEMENTS	--	--	(16,515)	(100%)
INTEREST EXPENSE	176	9.6%	696	12.6%
OTHER INCOME*	(954)	(202.1%)	(566)	(29.7%)
INCOME BEFORE TAXES ON INCOME	2,690	14.4%	30,564	66.3%
PROVISION FOR TAXES ON INCOME	1,055	15.6%	12,460	72.4%
NET INCOME	1,635	13.7%	18,104	62.7%

\*Represents an increase in other income.

## B. Results of Operations

### Third Quarter FY 1997 versus Third Quarter FY 1996

Net sales increased \$52.1 million, or 16.7 percent, to a third quarter record of \$365.1 million for the three months ended March 1, 1997, compared to \$312.9 million a year ago. Net sales of \$1,084.7 million were recorded for the first nine months of fiscal 1997 compared with net sales of \$942.4 million in the same period of last year. The increase primarily was due to strong demand for our products in both domestic and international markets and acquisitions during the past year.

United States net sales were up 16.8 percent, or 13.8 percent excluding the impact of acquisitions for the nine months ended March 1, 1997, compared with the prior year. The Business and Institute Furniture Manufacturers Association (BIFMA) estimates the U.S. market grew approximately 8.8 percent for the period from June 1996 to January 1997. The company has experienced double-digit growth at HMNA, Meridian, and Miller SQA during the nine-month period.

Net sales of international operations and export sales from the United States totaled \$175.3 million for the nine months ended March 1, 1997, compared with \$163.9 million last year. The increase was primarily due to strong growth in the United Kingdom and Canada.

New orders increased 30.1 percent, to \$358.6 million for the third quarter and were the highest ever recorded in a third quarter. The backlog of unfilled orders at March 1, 1997, was \$200.2 million, compared with \$159.8 million a year earlier, and \$156.6 million at June 1, 1996.

Gross margin increased to 36.1 percent during the third quarter of 1997, compared to a gross margin of 33.0 percent in the third quarter of 1996. This reflects improved leveraging of overhead and lower overhead spending levels in our domestic operations, along with a realized price increase at Meridian.

Operating expenses as a percent of sales decreased to 26.4 percent, excluding the restructure charges, compared with 26.7 percent in the third quarter of last year. Total operating expenses increased \$12.9 million from \$83.4 million in the third quarter of last year to \$96.3 million, excluding the restructuring charges. The increase in operating expenses is attributable to acquisitions and new ventures, a 4.0 percent year-over-year increase in compensation and benefits, and variable compensation plans.

Interest expense increased \$.2 million over third quarter fiscal 1996. Total interest-bearing debt was \$132.3 million at the end of the third quarter of fiscal 1997, compared with \$131.7 million at June 1, 1996, and \$107.3 million at March 2, 1996.

The effective tax rate for the nine-month period was 38.7 percent compared with 37.3 percent in the same period of last year. The higher rate reflects the tax law change which reduced the benefit of the Corporate Owned Life Insurance Program. During the third quarter, the company recorded a provision for the potential cost of unwinding this program. The effective tax rate was positively impacted by the German restructuring. Excluding this charge, the effective tax rate for the three- and nine-month periods would have been 45.9 percent and 40.6 percent, respectively.

In aggregate, the profitability of our international operations and exports from the United States has improved significantly over the past nine months. However, we have continued to lose money in some markets. A primary objective of the company in fiscal 1997 is to assess the competitive position of all international operations and to develop a plan for improved performance. During the first three quarters of fiscal 1997, our efforts were focused on our operations in Mexico and Germany.

The company's Mexican operations have continued to experience losses in fiscal 1997; however, operational improvements, implemented in the fourth quarter of fiscal 1996 and first quarter of fiscal 1997, have reduced the losses and resulted in positive cash flows for the nine-month period ended March 1, 1997. The devaluation of the peso since December 1994 has resulted in the Mexican economy being declared highly inflationary. Beginning in the fourth quarter of fiscal 1997, the company will account for our Mexican operations in accordance with the highly inflationary provisions of FAS No. 52, "Foreign Currency Translation." The company does not expect this change will have a material effect on its financial statements.

The very difficult economic climate in Germany and an oversupply of office furniture manufacturers has resulted in intense competition. These macro factors, coupled with the relatively weak position of our General brand name, has led to decreasing unit volumes and prices resulting in net operating losses.

During the second quarter of fiscal 1997, the management team began to develop and analyze options for improving the company's operating results in Germany. At the end of the second quarter, none of the options were developed to the extent required to enable management to reach a decision and plan for implementation. In accordance with the Company's accounting policies, we reevaluated the realizability of the subsidiary's intangible assets subject to each of the options under consideration. In all cases, the intangible assets were determined to be impaired after comparing the undiscounted projected cash flows of the subsidiary to the carrying value of the intangible assets of the subsidiary. The intangible write-off resulted in a pretax charge of \$5.5 million and an after-tax impact of \$4.5 million, or \$.19 per share.

After additional review in the third quarter, management concluded it was in the best interest of all of its shareholders to elect the option of discontinuing its manufacturing operations in Germany and, thus, authorized and committed the company to this plan. At the conclusion of this action, Herman Miller will maintain a small team to continue to serve existing multinational client base in Germany, Eastern Europe, and the Netherlands. This team will focus on the sale of Herman Miller brand products manufactured in the United States, United Kingdom, and Italy. Management expects the new structure to be operational at the end of the fourth quarter. While this action will have a negative impact on international sales, management believes after-tax profits will improve approximately \$2-\$3 million annually. The \$13.7 million pretax write-off recorded in the third quarter included provisions to write net assets down to their net realizable value, the cost of employee severance and other exit costs.

Management has engaged a consulting firm to assist in determining whether the manufacturing operations in Germany could be transferred to another owner or if a complete liquidation is the most viable option. Management believes based on current information that a complete liquidation is most likely. In either scenario, the after-tax restructuring charge recorded in the third quarter of \$5.4 million or \$.23 per share should provide for the loss on disposal.

The company's Italian operations have also continued to experience losses. Although, management is encouraged by recent commercial successes in Continental Europe which were made possible by the capabilities of the Italian operation, they believe acceptable profitability will only be possible if sales growth is combined with operational improvements. During the fourth quarter a stringent review of the operational costs and processes of the company's Italian operation will be undertaken.

Net loss from the company's international operations and export sales from the United States for the nine months ended March 1, 1997, increased \$4.9 million to a \$11.4 million loss, compared with net loss of \$6.5 million for the same period last year. As discussed above, the current year loss includes \$9.9 million from the German restructuring and intangible write-offs.

#### C. Financial Condition, Liquidity, and Capital Resources

##### Third Quarter FY 1997 versus Third Quarter FY 1996

1. Cash flow from operating activities increased to \$172.1 million for the nine months ended March 1, 1997, versus a use of \$86.7 million in the same period a year ago. The \$85.4 million increase in cash provided by operating activities was due to the improved profitability and a reduction in cash used for working capital items.
2. Days sales in accounts receivable plus days sales in inventory decreased to 62.3 days versus 79.2 days on March 2, 1996, and 75.6 days on June 1, 1996.
3. Total interest-bearing debt decreased to \$132.3 million compared to \$131.7 million at June 1, 1996. Debt-to-total capital now stands at 29.9 percent. We expect total interest-bearing debt to be in the range of \$125 to \$145 for the remainder of the year with a debt-to-total-capital ratio of between 30 and 35 percent.
4. Capital expenditures for the first nine months were \$40.3 million versus \$42.3 million for the first nine months of 1996. The expenditures were primarily for new facilities at our fastest growing subsidiaries and new or improved internal processes. Capital expenditures for the year are expected to be in the range of \$60 to \$65 million.
5. The company repurchased 1,253,721 shares of common stock for \$45.1 million during the first nine months of fiscal 1997.

Part II

Item 6: Exhibits and Reports on Form 8-K

1. Exhibits

See Exhibit Index

2. Reports on Form 8-K

No reports on Form 8-K were filed during the three months ended March 1, 1997.

## 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 hereto duly authorized.

HERMAN MILLER, INC.

March 27, 1997

\s\ Michael A. Volkema  
-----  
Michael A. Volkema  
(President and  
Chief Executive Officer)

March 27, 1997

\s\ Brian C. Walker  
-----  
Brian C. Walker  
(Chief Financial Officer)

Exhibit Index

- (11) Computations of earnings per common share.
- (27) Financial Data Schedule (exhibit available upon request).

HERMAN MILLER, INC.  
 COMPUTATIONS OF EARNINGS PER COMMON SHARE  
 (DOLLARS IN THOUSANDS EXCEPT PER SHARE DATA)  
 (UNAUDITED)

	Three Months Ended		Nine Months Ended	
	March 1, 1997	March 2, 1996	March 1, 1997	March 2, 1996(1)
NET INCOME APPLICABLE TO COMMON SHARES	\$ 13,535 =====	\$ 11,900 =====	\$ 46,973(1)(2) =====	\$ 28,869(3) =====
Weighted Average Common Shares Outstanding	23,587,882	25,220,460	23,790,447	25,053,721
Net Common Shares Issuable Upon Exercise of Certain Stock Options	464,297 -----	175,003 -----	337,451 -----	119,983 -----
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING AS ADJUSTED	24,052,179 =====	25,395,463 =====	24,127,898 =====	25,173,703 =====
NET INCOME PER SHARE	\$ .56 =====	\$ .47 =====	\$ 1.95 =====	\$ 1.15 =====

- (1) Restructuring charges were taken in the third quarter ended March 1, 1997, in connection with our German subsidiary. These changes had the effect of reducing net income by \$5.4 million and earnings per share by \$.23.
- (2) Intangible assets of our German subsidiary were written-off in the second quarter ended November 30, 1996. This write-off had the affect of reducing net income by \$4.5 million and earnings per share by \$.19.
- (3) Litigation settlement charges were taken in the second quarter ended December 2, 1995. These charges had the effect of reducing net income by \$10.6 million and earnings per share by \$.42.

5  
1,000

3-MOS  
MAY-31-1997  
DEC-01-1996  
MAR-01-1997  
140,122  
0  
170,807  
11,963  
58,916  
400,105  
553,415  
286,296  
751,656  
274,523  
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0  
4,726  
305,170  
751,656  
1,084,681  
1,084,681  
700,176  
700,176  
298,279  
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6,227  
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46,973  
1.95  
1.95