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 December 2, 1995 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 December 29, 1995--25,190,864 shares.

The Exhibit Index appears at page 15.

HERMAN MILLER, INC. FORM 10-Q
FOR THE QUARTER ENDED DECEMBER 2, 1995
INDEX

HERMAN MILLER, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(DOLLARS IN THOUSANDS)

	December 2, 1995 (unaudited)	June 3, 1995 (audited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 19,363	$ 16,488
Accounts receivable, net	195,104	165,107
Inventories---		
Finished goods	30,408	26,260
Work in process	11,599	8,074
Raw materials	37,852	36,742
Total inventories	79,859	71,076
Prepaid expenses and current deferred income taxes	40,167	44,445
Total current assets	334,493	297,116
PROPERTY AND EQUIPMENT, AT COST	535,469	513,455
Less-accumulated depreciation	261,211	243,271
Net property and equipment	274,258	270,184
OTHER ASSETS:		
Notes receivable, net	44,164	43,734
Other noncurrent assets	44,710	47,978
Total assets	$697,625	$659,012

	December 2, 1995 (unaudited)	June 3, 1995 (audited)
LIABILITIES & SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Unfunded checks	$ 10,306	$ --
Current portion of long-term debt	854	452
Notes payable	31,729	83,591
Accounts payable	61,746	51,819
Litigation accrual	44,000	--
Accruals	112,143	121,679
Total current liabilities	260,778	257,541
LONG-TERM DEBT, less current portion	74,002	60,145
OTHER LIABILITIES	60,173	54,411
SHAREHOLDERS' EQUITY:		
Common stock $.20 par value	5,036	4,967
Additional paid-in capital	30,707	21,564
Retained earnings	281,092	270,631
Cumulative translation adjustment	(11,095)	(6,985)
Key executive stock programs	(3,068)	(3,262)
Total shareholders' equity	302,672	286,915
Total liabilities and shareholders' equity	$697,625	$659,012

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		Six Months Ended	
	Dec. 2, 1995	Dec. 3, 1994	Dec. 2, 1995(1)	Dec. 3, 1994(2)
NET SALES	$ 328,393	$ 279,077	$ 629,481	$ 531,908
COST AND EXPENSES:				
Cost of goods sold	215,740	179,719	413,949	341,539
Operating expenses	86,003	81,714	169,339	159,527
Restructuring charges	--	15,500	--	15,500
Patent litigation settlements	16,515	--	16,515	--
Interest expense	1,589	1,280	3,690	2,270
Other income, net	36	(679)	(1,436)	(1,608)
	319,883	277,534	602,057	517,228
INCOME BEFORE TAXES ON INCOME	8,510	1,543	27,424	14,680
PROVISION FOR TAXES ON INCOME	3,555	100	10,455	5,300
NET INCOME	$ 4,955	$ 1,443	$ 16,969	$ 9,380
NET INCOME PER SHARE	$ .20	$ .06	$ .68	$ .38
DIVIDENDS PER SHARE OF COMMON STOCK	$ .13	$ .13	$ .26	$ .26

See accompanying notes to condensed consolidated financial statements.

(1) Represents 26 weeks
(2) Represents 27 weeks

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

	Six Months Ended	
	Dec. 2, 1995(1)	Dec. 3, 1994(2)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 16,969	$ 9,380
Depreciation and amortization	22,836	19,574
Restructuring charges	--	15,500
Litigation accrual	33,000	--
Changes in current assets and liabilities	(23,006)	(47,146)
Other, net	7,619	572
Net cash provided (used for) by operating activities	57,418	(2,120)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Notes receivable repayments	239,300	184,058
Notes receivable issued	(230,262)	(192,267)
Capital expenditures	(26,403)	(25,596)
Other, net	434	(10,665)
Net cash used for investing activities	(16,931)	(44,470)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net common stock issued	5,690	3,744
Net long-term debt borrowings	13,871	29,883
Net short-term debt borrowings (repayments)	(51,008)	12,357
Dividends paid	(6,461)	(6,397)
Common stock purchased and retired	(1,122)	(253)
Other, net	(103)	(146)
Net cash provided by (used for) financing activities	(39,133)	39,188
EFFECT OF EXCHANGE RATE CHANGES ON CASH	1,521	853
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,875	(6,549)
CASH AND CASH EQUIVALENTS BEGINNING OF PERIOD	16,488	22,701
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 19,363	$ 16,152

See accompanying notes to condensed consolidated financial statements.
(1) Represents 26 weeks
(2) Represents 27 weeks

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 3, 1995.

FISCAL YEAR

The company's fiscal year ends on the Saturday closest to May 31. Accordingly, the year ended June 3, 1995, contains 53 weeks, and the year ending June 1, 1996, contains 52 weeks.

AMENDMENT

The Form 10Q as originally filed for the quarter ended September 2, 1995, has been amended. The original Form contained an understatement of net sales and cost of goods sold. This understatement did not impact the dollars of gross margin, operating expenses, or net income as previously reported.

UNFUNDED CHECKS

As a result of maintaining a consolidated cash management system, the company utilizes controlled disbursement bank accounts. These accounts are funded as checks are presented for payment, not when checks are issued. A book overdraft position of $10.3 million is included in current liabilities as unfunded checks at December 2, 1995. The company was not in an overdraft position at June 3, 1995.

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 six months of fiscal 1996 were as follows:

In Thousands	June 3, 1995 Balance	Costs Paid or Charged	Ending Balance
Facilities and equipment	$10,829	$ 2,853	$ 7,976
Termination benefits	12,279	9,031	3,248
Other exit costs	1,310	498	812
	$24,418	$12,382	$ 12,036

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:

	Six Months Ended	
	December 2, 1995	December 3, 1994
Interest paid	$3,614	$2,154
Income taxes paid	$12,504	$7,835

CONTINGENCIES

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 the terms of a settlement.

The lawsuit, filed in January 1992, alleged that certain electrical products which the company offered infringed two patents held by Haworth. Haworth had sued Steelcase, Inc., in 1985 claiming that Steelcase's products infringed those same two patents. In 1989, Steelcase was held to infringe the patents, and the matter was referred to private dispute resolution to resolve the issue of damages. The patents at issue expired prior to December 1, 1994.

Since the date of initial claim, the Company has always been advised by our patent litigation counsel that it was more likely than not to prevail on the merits; however, the mounting legal costs, distraction of management focus, and the uncertainty present in any litigation made this settlement at this time something which the Company determined is in the best interest of its shareholders.

Under the settlement agreement, Herman Miller will pay Haworth $44 million in cash in exchange for a complete release. The release also covers Herman Miller's customers and suppliers. The companies have exchanged limited covenants not to sue with respect to certain existing and potential patent rights. Haworth has agreed not to sue under United States Patent 4,682,984 which refers to a construction process for making storage cabinets. In addition, Haworth has granted a limited covenant not to sue with respect to certain potential future patent rights on panel construction. Haworth will receive a limited covenant under three United States Patents--5,038,539; 4,685,255; and 4,876,835--all relating to one of the company's system product lines.

The company simultaneously reached a settlement with one of its suppliers. The supplier agreed to pay Herman Miller $11 million and to rebate over the next seven years a percentage of its sales to Herman Miller which are in excess of current levels. The $11 million, plus interest, will be paid in annual installments over a seven-year period. Herman Miller is also exploring the possibility of claims against other third parties.

Accordingly, the company has recorded a litigation settlement expense of $16,515,000, after giving effect to previously recorded reserves and the settlement with the supplier, in the second quarter of fiscal 1996.

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 December 2, 1995, and the results of its operations and cash flows for the six 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 six months ended December 2, 1995, contained 26 weeks. All amounts are increases (decreases) unless otherwise noted. Dollars are shown in thousands.

	Three Months		Six Months	
	$	%	$	%
NET SALES	49,316	17.7	97,573	18.3
COST OF GOODS SOLD	36,021	20.0	72,410	21.2
OPERATING EXPENSES	4,289	5.2	9.812	6.2
RESTRUCTURING CHARGES	(15,500)	(100.0)	(15,500)	(100.0)
PATENT LITIGATION SETTLEMENTS	16,515	100.0	16,515	100.0
INTEREST EXPENSE	309	24.1	1,420	62.6
OTHER INCOME*	(715)	(105.3)	(172)	(10.7)
INCOME BEFORE TAXES ON INCOME	6,967	451.5	12,744	86.8
PROVISION FOR TAXES ON INCOME	3,455	3,455.0	5,155	97.3
NET INCOME	3,512	243.4	7,589	80.9

*Represents an increase in other income.

B. Results of Operations

Second Quarter FY 1996 versus Second Quarter FY 1995

Net sales increased $49.3 million, or 17.7 percent, to a record $328.4 million for the three months ended December 2, 1995, compared to $279.1 million a year ago. Net sales of $629.5 million were recorded for the first six months of fiscal 1996 compared with net sales of $531.9 million in the first half 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 19.7 percent for the second quarter, after being up 13.7 percent in the first quarter of fiscal 1996. The Business and Institute Furniture Manufacturers Association (BIFMA) estimates the U.S. market grew approximately 6.8 percent during the June to October time period.

Net sales of international operations and export sales from the United States totaled $112.0 for the six months ended December 2, 1995, compared with $88.8 million last year. The increase was primarily due to strong growth in the United Kingdom and acquisitions in Italy and Canada in the fourth quarter of last year.

New orders increased 21.6 percent, to $347.6 million for the second quarter and were the highest ever recorded in a three-month period. The backlog of unfilled orders at December 2, 1995, was $197.1 million, compared with $157.7 million a year earlier, and $169.8 million at June 3, 1995.

Gross margin decreased to 34.3 percent during the second quarter of 1996, compared to a gross margin of 35.6 percent in the second quarter of 1995. The decrease from the prior year second quarter is primarily attributable to increased raw material costs experienced throughout fiscal 1995 and price erosion in our core U.S. business.

Operating expenses as a percent of sales, decreased to 26.2 percent, excluding the patent litigation settlements, compared with 29.3 percent, excluding the restructuring charge, in the second quarter of last year. This improvement is the result of the restructuring implemented in the fourth quarter of last year which included employment reductions and discontinuing noncritical consulting contracts, coupled with increased net sales. Total operating expenses increased $4.3 million from $81.7 million, excluding the restructuring charge, in the second quarter of last year to $86.0 million, excluding the patent litigation settlements. The increase in operating expenses is attributable to acquisitions and new ventures, a 3.5 percent year-over-year increase in compensation and benefits, increased depreciation and amortization, and costs which are variable with sales.

Interest expense increased $.3 million over second quarter fiscal 1995. Total interest-bearing debt was $106.6 million at the end of the second quarter of fiscal 1996, compared with $144.2 million at June 3, 1995, and $112.6 million at December 3, 1994.

The net impact of the litigation settlements, after giving effect to previously recorded reserves and settlements with third parties, was a $16.5 million charge to pretax income. The $16.5 million pretax charge had an after-tax impact of $10.6 million, or $.42 per share. After recording the charge, net income for the quarter and six months ended December 2, 1995, was $4.9 million ($.20 per share) and $16.9 million ($.68 per share), respectively. This compares with net income of $1.4 million ($.06 per share) and $9.4 million ($.38 per share) recorded in the same period of last year.

The effective tax rate for the six-month period was 38.1 percent compared with 36.1 percent in the same period of last year. The higher rate is the result of losses incurred in Mexico, Canada, and Europe without a corresponding tax benefit.

Net loss from the company's international operations and export sales from the United States for the six months ended December 2, 1995, increased $2.5 million to a $3.8 million loss, compared with net loss of $1.3 million for the same period last year.

While the company has had consistent growth in the net sales of our international operations, it has not been able to improve the profitability to an acceptable level. This is due to negative operating profits in our Mexican operations and the cost of integrating Herman Miller Italia into the core European business. The weak peso and poor economic conditions in Mexico have resulted in a year-over-year decline in sales of nearly 52 percent, and, as a consequence, operating losses. Management believes, however, that these markets are essential components of the company's long-term international strategy.

C. Financial Condition, Liquidity, and Capital Resources

Second Quarter FY 1996 versus Second Quarter FY 1995

1. Cash flow from operating activities increased to $57.4 million for the six months ended December 2, 1995, versus a use of $2.1 million in the same period a year ago. The $59.5 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 90.2 days versus 91.9 days on December 3, 1994, and 91.2 days on June 3, 1995.
3. Total interest-bearing debt decreased to $106.6 million compared to $144.2 million at June 3, 1995. Debt-to-total capital now stands at 26.0 percent versus 33.5 percent on June 3, 1995. We have secured $60.0 million of additional long-term credit facilities to fund the payment of the litigation settlement. The company's $160.0 million of long-term credit facilities, short-term borrowings,

and cash flow from operations will be adequate to fund capital expenditures, dividend payments, common stock repurchases, and other strategic investments. We expect total interest-bearing debt to be in the range of $140 to $170 for the remainder of the year with a debt-to-total-capital ratio of between 26 and 35 percent.

4. Capital expenditures for the first six months were $26.4 million versus $25.6 million for the first six months of 1995. 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 $65 to $70 million.

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 December 2, 1995.

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.

January 12, 1996

\s\ Michael A. Volkema

Michael A. Volkema
(President and
Chief Executive Officer)

January 12, 1996

\s\ Brian C. Walker

Brian C. Walker
(Vice President, Finance)

*Exhibit Index

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

EXHIBIT 11

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

	Three Months Ended		Six Months Ended	
	Dec. 2, 1995	Dec. 3, 1994	Dec. 2, 1995(1)	Dec. 3, 1994(2)
NET INCOME APPLICABLE TO COMMON SHARES	$4,955	$ 1,443	$16,969	$ 9,380
Weighted Average Common Shares Outstanding	25,061,652	24,704,544	24,970,351	24,653,579
Net Common Shares Issuable Upon Exercise of Certain Stock Options	126,389	77,219	92,473	100,348
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING AS ADJUSTED	25,188,041	24,781,763	25,062,824	24,753,927
NET INCOME PER SHARE	$ .20	$ .06	$ .68	$ .38

(1) Represents 26 weeks
(2) Represents 27 weeks

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JUN-01-1996
SEP-03-1995
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261,211
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