

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarter ended June 30, 1997

Commission File No. 0-2504

MINE SAFETY APPLIANCES COMPANY

(Exact name of registrant as specified in its charter)

Pennsylvania

25-0668780

(State or other jurisdiction of (IRS Employer Identification No.)
incorporation or organization)

121 Gamma Drive
RIDC Industrial Park
O'Hara Township
Pittsburgh, Pennsylvania

15238

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 412/967-3000

Indicate by check mark whether the registrant (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 and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

As of July 31, 1997, there were outstanding 5,163,035 shares of common stock without par value, including 600,000 shares held by the Mine Safety Appliances Company Stock Compensation Trust.

PART I FINANCIAL INFORMATION
MINE SAFETY APPLIANCES COMPANY
CONSOLIDATED CONDENSED BALANCE SHEET
(Thousands of dollars, except shares data)

	June 30 1997	December 31 1996
ASSETS		
Current assets		
Cash	\$ 8,808	\$ 7,963
Temporary investments, at cost plus accrued interest	15,762	17,133
Accounts receivable, less allowance (1997 - \$3,369; 1996 - \$2,993)	85,567	101,740
Inventories:		
Finished products	35,259	32,042
Work in process	14,865	15,311
Raw materials and supplies	30,895	29,687
	-----	-----
Total inventories	81,019	77,040
	-----	-----
Other current assets	25,682	24,531
	-----	-----
Total current assets	216,838	228,407
	-----	-----
Property, plant and equipment	349,015	347,432
Accumulated depreciation	(200,480)	(200,374)
	-----	-----
Net property	148,535	147,058
	-----	-----
Other assets	30,829	32,217
	-----	-----
TOTALS	\$ 396,202	\$ 407,682
	=====	=====

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities		
Notes and accounts payable	\$ 36,149	\$ 35,823
Federal, foreign, state and local income taxes	4,781	9,156
Other current liabilities	46,899	46,835
	-----	-----
Total current liabilities	87,829	91,814
	-----	-----
Long-term debt	12,885	13,278
Noncurrent liabilities (principally employee/retiree benefits) and deferred credits	55,259	61,158
Shareholders' equity		
Preferred stock, 4-1/2% cumulative - authorized 100,000 shares of \$50 par value; issued 71,373 shares, callable at \$52.50 per share	3,569	3,569
Second cumulative preferred voting stock - authorized 1,000,000 shares of \$10 par value; none issued		
Common stock - authorized 20,000,000 shares of no par value; issued 6,768,223 and 6,749,733 (outstanding 4,584,035 and 4,611,125)	11,740	10,866
Stock compensation trust (600,000 shares)	(28,197)	(28,200)
Cumulative translation adjustments	(3,786)	1,430
Retained earnings	331,703	325,898
Less treasury shares, at cost:		
Preferred - 49,313 and 49,313 shares	(1,595)	(1,595)
Common - 1,584,188 and 1,538,608 shares	(73,205)	(70,536)
	-----	-----
Total shareholders' equity	240,229	241,432
	-----	-----
TOTALS	\$ 396,202	\$ 407,682
	=====	=====

MINE SAFETY APPLIANCES COMPANY
CONSOLIDATED CONDENSED STATEMENT OF INCOME
(Thousands of dollars, except earnings per share and shares outstanding)

	Three Months Ended June 30		Six Months Ended June 30	
	1997	1996	1997	1996
Net sales	\$ 129,245	\$ 123,879	\$ 242,718	\$ 239,250
Other income	1,436	1,162	2,462	2,503
	-----	-----	-----	-----
	130,681	125,041	245,180	241,753
	-----	-----	-----	-----
Costs and expenses				
Cost of products sold	80,362	79,388	150,761	153,434
Selling, general and administrative	35,003	33,349	67,111	64,814
Depreciation	5,532	5,600	10,921	11,179
Interest	729	323	1,140	669
Currency exchange (gains)/losses	426	122	497	268
	-----	-----	-----	-----
	122,052	118,782	230,430	230,364
	-----	-----	-----	-----
Income from operations before income taxes	8,629	6,259	14,750	11,389
Income taxes	3,574	2,503	6,091	4,494
	-----	-----	-----	-----
Net income	\$ 5,055	\$ 3,756	\$ 8,659	\$ 6,895
	=====	=====	=====	=====
Earnings per common share	\$ 1.10	\$ 0.76	\$ 1.88	\$ 1.37
	=====	=====	=====	=====
Weighted average number of common shares outstanding	4,590,480	4,994,805	4,590,480	4,994,805
	=====	=====	=====	=====
Dividends paid on preferred stock	\$ 12	\$ 13	\$ 12	\$ 26
	=====	=====	=====	=====

MINE SAFETY APPLIANCES COMPANY
CONSOLIDATED CONDENSED STATEMENT OF CASH FLOWS
(Thousands of dollars)

	Six Months Ended June 30	
	1997	1996
OPERATING ACTIVITIES		
Income from operations	\$ 8,659	\$ 6,895
Depreciation	10,922	11,179
Deferred taxes, pensions, and other non-cash charges/(credits)	(2,986)	(1,878)
Changes in operating assets and liabilities	7,235	15,535
Other - principally currency exchange adjustments	(6,441)	(666)
	-----	-----
Cash flow from operating activities	17,389	31,065
	-----	-----
INVESTING ACTIVITIES		
Property additions	(15,135)	(7,177)
Property disposals	624	1,094
Acquisitions and other investing	(495)	(1,953)
	-----	-----
Cash flow from investing activities	(15,006)	(8,036)
	-----	-----
FINANCING ACTIVITIES		
Additions to long-term debt	638	88
Reductions of long-term debt	(855)	(748)
Changes in notes payable and short term debt	4,158	(857)
Cash dividends	(3,051)	(2,754)
Company stock purchases and sales	(1,792)	(15,095)
	-----	-----
Cash flow from financing activities	(902)	(19,366)
	-----	-----
Effect of exchange rate changes on cash	(2,007)	(607)
	-----	-----
Increase/(decrease) in cash and cash equivalents	(526)	3,056
Beginning cash and cash equivalents	25,096	31,950
	-----	-----
Ending cash and cash equivalents	\$ 24,570	\$ 35,006
	=====	=====

Note 1 - Basis of Presentation

The accompanying unaudited consolidated condensed financial statements include all adjustments, consisting of only normal recurring adjustments, which are, in the opinion of management of the registrant, necessary for a fair statement of the operating results for the three and six-month periods ended June 30, 1997 and 1996. These financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary for a fair presentation of financial position, results of operations, and changes in cash flows in conformity with generally accepted accounting principles.

Note 2 - Earnings per Share

Earnings per common share is computed after dividends paid on preferred stock. Common shares reserved for outstanding options under the stock option and incentive plans would have a negligible dilutive effect on earnings per common share. The shares held by the Stock Compensation Trust are not included for earnings per share calculations.

In February 1997, the Financial Accounting Standards Board issued FAS 128, Earnings per Share. The company will adopt this statement for its December 31, 1997 financial statements and will restate prior period earnings per share amounts, if necessary. Presentation of both "basic" and "dilutive" earnings per share is required. The company does not expect any material impact on earnings per common share.

MINE SAFETY APPLIANCES COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS

Consolidated sales for the second quarter of 1997 were \$129,245,000 compared with \$123,879,000 for the second quarter of 1996. Sales for the six months ended June 30, 1997 were \$242,718,000 compared with \$239,250,000 for 1996.

Net income for the 1997 second quarter was \$5,055,000, or \$1.10 per share, compared with 1996 second quarter income of \$3,756,000, or 76 cents per share. Net income for the six months ended June 30, 1997 was \$8,659,000, or \$1.88 per share, compared with \$6,895,000, or \$1.37 per share in 1996.

Sales improvements in the second quarter are largely attributable to the acquisition in April 1997 of the majority interest in a South African affiliate, MSA Africa (Pty.) Ltd., which is now wholly owned. The company previously held a minority position in the ownership and management control of this affiliate.

Generally flat sales for the six months reflect the continued absence of U.S. military gas mask business, offset by improvements in U.S. commercial safety equipment sales, particularly in the company's new fall protection equipment product line (acquired in the second half of 1996), and also by continued growth in specialty chemicals.

Modest local currency sales growth in the European operations has been more than offset by adverse exchange rate movements related to the strong U.S. dollar. Sales in other international markets, excluding MSA Africa, were flat in the second quarter.

Despite generally modest sales growth, net income has improved, particularly in U.S. operations, due to higher gross margins on a more favorable product mix and improved manufacturing cost control.

Profits from international operations have improved marginally, with flat income in Europe being slightly offset by modest improvement in other international operations.

The improved financial results during the first half of 1997 compared to 1996 are the positive outcome of ongoing cost control initiatives and the ability to improve gross margins by replacing lower margin U.S. military sales with commercial safety product sales.

The second half of 1996 produced significantly higher profits than the first half. Matching this performance in the second half of 1997 will be challenging, especially in view of the anticipated moving and learning curve costs related to the consolidation (announced at the end of last year) of U.S. safety manufacturing facilities. The movements in some manufacturing processes require temporary holdings of inventory to assure a high level of customer service during the transition, which will affect ongoing performance in inventory reduction throughout the balance of the year. However, there are some related offsets to the factory consolidation costs, and earnings per share for 1997 are expected to remain above the prior year. Earnings per share continue to benefit from a reduction in shares outstanding due to the purchase of shares by the company.

Cash outlays related to the planned U.S. restructuring efforts referred to previously were modest in the first half; however, more significant outlays are expected later in 1997.

Currency exchange adjustments charged directly to the equity cumulative translation adjustments account are shown below. Significant 1997 year-to-date losses relate primarily to Germany and Italy. Significant year-to-date 1996 losses related primarily to Germany.

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	1997	1996	1997	1996
	(Thousands of dollars)		(Thousands of dollars)	
Translation (gains)/losses	(48)	695	5,216	1,178

Available credit facilities along with internal cash resources are adequate to provide for ensuing capital requirements. The company's financial position and liquidity continue to be adequate. The current ratio and term

debt in relation to capital as of June 30, 1997 were 2.5 and 6.1%, respectively, as compared to 2.5 and 6.2% at December 31, 1996.

PART II OTHER INFORMATION
MINE SAFETY APPLIANCES COMPANY

Item 1. Legal Proceedings

Not Applicable

Item 4. Submission of Matters to a Vote of Security Holders.

(a) April 23, 1997 - Annual Meeting

(b) Directors elected at Annual Meeting:

Calvin A. Campbell, Jr.
G. Donald Gerlach

Directors whose term of office continued after the meeting:

Helen Lee Henderson
John T. Ryan III
Joseph L. Calihan
Leo N. Short, Jr.

(c) Election of two Directors for a term of three years

Calvin A. Campbell, Jr.	For	4,902,993
	Withhold	58,620
	Broker Nonvotes	-0-

G. Donald Gerlach	For	4,908,893
	Withhold	52,720
	Broker Nonvotes	-0-

Selection of Price Waterhouse as Auditors for the year ending December 31, 1997

	For	4,552,432
	Against	1,755
	Abstain	407,426
	Broker Nonvotes	-0-

(d) Not applicable

Item 5. Other Information

At the Board of Directors' Meeting held on June 25, 1997, Thomas H. Witmer was appointed a Director of the Company to serve until the Annual Meeting of Shareholders in 1998.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

None

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the quarter ended June 30, 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 thereunto duly authorized.

MINE SAFETY APPLIANCES COMPANY

Date: August 13, 1997

By S/James E. Herald
James E. Herald

Vice President - Finance;
Principal Financial and
Accounting Officer

THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM JUNE 1997 FINANCIAL STATEMENTS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS

6-MOS	DEC-31-1997	
	JUN-30-1997	
		8,808
		15,762
		88,936
		(3,369)
		81,019
		25,682
		349,015
		(200,480)
		396,202
	87,829	
		12,885
	0	
		3,569
		11,740
		224,920
396,202		
		242,718
	245,180	
		150,761
		161,682
		497
		0
	1,140	
		14,750
		6,091
	8,659	
		0
		0
		0
		8,659
		1.88
		1.88