SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For quarterly period ended September 27, 1997

Commission File Number 1-7724

Snap-on Incorporated
(Exact name of registrant as specified in its charter)

Delaware	39-0622040
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

10801 Corporate Drive, Kenosha, Wisconsin	53141-1430
(Address of principal executive offices)	(zip code)

Registrant's telephone number, including area code: (414) 656-5200

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

Class	Outstanding at October 25, 1997
Common stock, $1 per value	60,883,551 shares

SNAP-ON INCORPORATED

INDEX

PART I. FINANCIAL INFORMATION

SNAP-ON INCORPORATED
CONSOLIDATED STATEMENTS OF EARNINGS
(Amounts in thousands except per share data)
(Unaudited)

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 27, 1997	September 28, 1996	September 27, 1997	September 28, 1996
Net sales	$ 391,162	$ 347,202	$ 1,175,692	$ 1,076,120
Cost of goods sold	191,868	170,724	575,764	531,684
Gross profit	199,294	176,478	599,928	544,436
Operating expenses	154,344	141,398	464,775	432,828
Net finance income	(18,126)	(16,424)	(53,953)	(47,948)
Operating earnings	63,076	51,504	189,106	159,556
Interest expense	(4,119)	(3,060)	(12,979)	(9,312)
Other income (expense) - net	(2,585)	389	(4,160)	459
Earnings before income taxes	56,372	48,833	171,967	150,703
Income taxes	20,858	18,068	63,628	55,760
Net earnings	$ 35,514	$ 30,765	$108,339	$ 94,943
Earnings per weighted average common share	$ .58	$ .51	$ 1.78	$ 1.56
Dividends declared per common shares	$ -	$ -	$ .61	$ .56
Weighted average common shares outstanding	60,969	61,039	60,916	61,017

The accompanying notes are an integral part of these statements.

SNAP-ON INCORPORATED
CONSOLIDATED BALANCE SHEETS
(Amounts in thousands)

	(Unaudited) September 27, 1997	December 28, 1996
ASSETS		
Current Assets		
Cash and cash equivalents	$ 15,422	$ 15,350
Accounts receivable, less allowances	600,291	651,739

Inventories		
Finished stock	364,012	271,785
Work in process	47,298	42,483
Raw materials	62,499	62,057
Excess of current cost over LIFO cost	(106,495)	(106,575)
Total inventory	367,314	269,750
Prepaid expenses and other assets	87,758	80,485
Total current assets	1,070,785	1,017,324
Property and equipment		
Land	23,955	24,337
Buildings and improvements	173,688	166,764
Machinery and equipment	334,479	319,138
	532,122	510,239
Accumulated depreciation	(276,611)	(264,945)
Total property and equipment	255,511	245,294
Deferred income tax benefits	60,741	55,413
Intangible and other assets	271,197	202,757
Total assets	$1,658,234	$1,520,788

The accompanying notes are an integral part of these statements.

SNAP-ON INCORPORATED
CONSOLIDATED BALANCE SHEETS
(Amounts in thousands)

	(Unaudited) September 27, 1997	December 28, 1996
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 101,491	$ 89,310
Notes payable and current maturities of long-term debt	29,937	23,274
Accrued compensation	37,265	36,467
Dealer deposits	38,000	51,036
Accrued income taxes	14,545	11,366
Other accrued liabilities	142,489	129,918
Total current liabilities	363,727	341,371
Long-term debt	200,061	149,804
Deferred income taxes	7,731	7,027
Retiree health care benefits	87,544	84,593
Pension and other long-term liabilities	113,676	109,832
Total liabilities	772,739	692,627
SHAREHOLDERS' EQUITY		
Preferred stock - authorized 15,000,000 shares of $1 par value; none outstanding	-	-
Common stock - authorized 250,000,000 shares of $1 par value; issued - September 27, 1997 66,329,796 shares December 28, 1996 - 65,971,917 shares	66,330	65,972
Additional contributed capital	77,644	66,506
Retained earnings	909,672	838,484

Foreign currency translation adjustment	(24,719)	(13,930)
Treasury stock at cost 5,454,913 and 5,186,550 shares	(143,432)	(128,871)
Total shareholders' equity	885,495	828,161
Total liabilities and shareholders' equity	$1,658,234	$1,520,788

The accompanying notes are an integral part of these statements.

SNAP-ON INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)
(Unaudited)

	Thirty-nine Weeks Ended	
	September 27, 1997	September 28, 1996
OPERATING ACTIVITIES		
Net earnings	$ 108,339	$ 94,943
Adjustments to reconcile net earnings to net cash provided by:		
Depreciation	22,918	21,420
Amortization	5,169	3,623
Deferred income taxes	(1,743)	(2,317)
(Gain) loss on sale of assets	(74)	561
Changes in operating assets and liabilities:		
Decrease in receivables	61,954	2,572
Increase in inventories	(95,706)	(20,429)
Increase in prepaid expenses	(4,386)	(2,349)
(Increase) decrease in other noncurrent assets	(11,009)	5,814
Increase (decrease) in accounts payable	2,686	(2,717)
Increase (decrease) in accruals, deposits and other long-term liabilities	(18,845)	15,609
Net cash provided by operating activities	69,303	116,730
INVESTING ACTIVITIES		
Capital expenditures	(35,597)	(40,075)
Acquisitions of businesses	(52,609)	(38,649)
Disposal of property and equipment	1,681	2,544
Net cash used in investing activities	(86,525)	(76,180)
FINANCING ACTIVITIES		
Payment of long-term debt	(7,755)	(9,761)
Increase in long-term debt	-	2,700
Increase in short-term borrowings-net	65,928	5,580
Purchase of treasury stock-net	(14,562)	(14,312)
Proceeds from stock plans	11,496	12,856
Cash dividends paid	(37,151)	(34,169)
Net cash provided by (used in) financing activities	17,956	(37,106)
Effect of exchange rate changes	(662)	(194)
Increase in cash and cash equivalents	72	3,250
Cash and cash equivalents at beginning of year	15,350	16,211
Cash and cash equivalents at end		

of period	$ 15,422	$ 19,461
	========	========

The accompanying notes are an integral part of these statements.

SNAP-ON INCORPORATED
NOTES TO CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

1. This report should be read in conjunction with the consolidated financial statements and related notes included in Snap-on Incorporated's Annual Report for the year ended December 28, 1996.

   In the opinion of management, all adjustments (consisting only of normal recurring adjustments) necessary to a fair statement of financial condition and results of operations for the thirteen and thirty-nine weeks ended September 27, 1997 have been made. Management also believes that the results of operations for the thirteen and thirty-nine weeks ended September 27, 1997 are not necessarily indicative of the results to be expected for the full year.

2. Snap-on Incorporated normally declares and pays in cash four regular, quarterly dividends. However, the third quarter dividend in each year is declared in June, giving rise to two regular quarterly dividends appearing in the second quarter statements and correspondingly, three regular quarterly dividends appearing in the first twenty-six weeks' statements.

3. Income tax paid for the thirty-nine week period ended September 27, 1997 and September 28, 1996 was $60.2 million and $50.1 million.

4. Interest paid for the thirty-nine week period ended September 27, 1997 and September 28, 1996 was $11.2 million and $8.5 million.

5. During the first quarter, the Corporation acquired a 50 percent interest in The Thomson Corporation's Mitchell Repair Information business. The Corporation is obligated to purchase the remainder of the newly formed Mitchell Repair Information Company ("MRIC") within the next five years. MRIC is a provider of print and electronic versions of vehicle mechanical and electrical system repair information to vehicle repair and service establishments throughout North America. The Corporation also acquired in the first quarter Computer Aided Service, Inc. ("CAS"), a developer of repair shop management and point of sale systems, and diagnostics equipment. Late in the third quarter, the Corporation acquired Brewco, a small, regional collision repair company located in Kentucky.

6. In October 1995, the Corporation entered into agreements that provide for the sale, without recourse, of an undivided interest in a pool of certain of its accounts receivable to a third-party financial institution. These agreements, which include subsequent amendments, provide for a maximum of $300 million of such accounts receivable to be sold and remain outstanding at any one time.

   As of September 27, 1997, $250.0 million of interest-bearing installment receivables were sold under these agreements on a revolving basis, of which $25.0 million were sold in each of the first three quarters of 1997. The proceeds were used for working capital and general corporate purposes. The sale is reflected as a reduction of accounts receivable in the accompanying Consolidated Balance Sheets and as an increase to operating cash flows in the accompanying Consolidated Statement of Cash Flows.

7. In the first quarter of 1997, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings per Share," which is effective for fiscal years ending after December 15, 1997. The Corporation does not anticipate that the adoption of this statement will have any impact on its consolidated financial statements.

8. On April 25, 1997, shareholders approved an amendment to the Corporation's Restated Certificate of Incorporation to increase the total number of authorized shares of common stock from 125 million to 250 million.

9. Certain prior year amounts have been restated on the accompanying Consolidated Statements of Cash Flows to conform to current year presentations. This change resulted in an increase of "Net cash provided by operating activities" of $5.8 million and an increase in "Net cash used in investing activities" of the same amount.

10. In accordance with Securities and Exchange Commission Release No. 33-7386, governing disclosure requirements for financial instruments, the Corporation is providing the following description of accounting policies used for financial instruments.

    The Corporation uses derivative instruments to manage well-defined interest rate and foreign currency exposures. The Corporation does not use derivative instruments for trading purposes. The criteria used to determine if hedge accounting treatment is appropriate are (i) the designation of the hedge to an underlying exposure, (ii) whether or not overall risk is being reduced and (iii) if there is a correlation between the value of the derivative instrument and the underlying obligation.

    Interest Rate Derivative Instruments:
    The Corporation enters into interest rate swap agreements to manage interest costs and risks associated with changing interest rates. The differentials paid or received on interest rate agreements are accrued and recognized as adjustments to interest expense. Gains and losses realized upon settlement of these agreements are deferred and amortized to interest expense over a period relevant to the agreement if the underlying hedged instrument remains outstanding, or immediately if the underlying hedged instrument is settled.

    Foreign Currency Derivative Instruments:
    The Corporation has operations in a number of countries and has intercompany transactions among them and, as a result, is exposed to changes in foreign currency exchange rates. The Corporation manages most of these exposures on a consolidated basis, which allows netting certain exposures to take advantage of any natural offsets. To the extent the net exposures are hedged, forward contracts are used. Gains and/or losses on these foreign currency hedges are included in income in the period in which the exchange rates change. Gains and/or losses have not been material to the consolidated financial statements.

11. Tejas Testing Technology One, L.C. and Tejas Testing Technology Two, L.C. (the "Tejas Companies"), former subsidiaries of the Corporation, previously entered into contracts with the Texas Natural Resources Conservation Commission ("TNRCC"), an agency of the State of Texas, to perform automotive emissions testing services. The Corporation guaranteed payment (the "Guaranty") of the Tejas Companies' obligations under a seven year lease agreement in the amount of approximately $98.8 million plus an interest factor, pursuant to which the Tejas Companies leased the facilities necessary to perform the contracts. The Guaranty was assigned to the lessor's lenders (the "Lenders"). The Tejas Companies agreed to indemnify the Corporation for any payments it must make under the Guaranty.

    The State of Texas subsequently enacted legislation designed to terminate the emissions testing program described in the contracts. On September 12, 1995, the Tejas Companies filed bankruptcy petitions in the United States Bankruptcy Court for the Western District of Texas (Austin Division). The Corporation has filed its claim for indemnification in such bankruptcy. The Tejas Companies commenced litigation in state and federal court against the TNRCC and related entities, and the Corporation intervened in such litigation to protect its interests. On April 21, 1997, a state court judge in the 345th Judicial District Court of Travis County, Texas entered a judgment in favor of the Tejas Companies in the net amount of $179 million. The parties subsequently entered into a settlement agreement regarding such litigation pursuant to which the State of Texas will pay an aggregate of $140 million, plus interest, with not less than $110 million to be paid during the first two year period (which amount has been appropriated by the Texas Legislature) and the remainder in the following two-year period (which amount is expected to be appropriated at such time). The settlement was approved by the Bankruptcy Court on August 14, 1997. An initial installment of $70 million and a further prepayment of $20 million was paid in escrow pending approval of the Bankruptcy Court order by the Fifth Circuit Court of Appeals by February 1, 1998. If this approval is not obtained by February 1, 1998 or the deadline is not extended, the state can reclaim the escrowed funds and the parties will continue to pursue the political process and all available legal remedies to satisfy the judgement. Management believes that the conditions will be met, or the deadline will be extended, by February 1, 1998, based upon statements and sworn testimony of the state parties and of representatives of the Tejas Companies.

The Lenders have agreed to forbear until at least December 31, 1997 from exercising their rights under the terms of the Guaranty to cause the Corporation to pay all lease obligations to the Lenders on an accelerated basis, and the Corporation is discussing an extension of such agreement with the Lenders. The Corporation continues to make payments under the Guaranty of approximately $1.8 million per month, which have totaled $50.1 million through September 27, 1997. The Corporation previously recognized the remaining net obligation under the Guaranty, which as of September 27, 1997 is $42.6 million, in Other Long-term Liabilities. In addition, the Corporation has recorded as assets the net amounts paid or payable under the Guaranty, which amounts are expected to be received from the Tejas Companies under their obligation to indemnify the Corporation. These net receivables total $92.6 million as of September 27, 1997 and are included in Intangible and Other Assets. The Corporation believes that ultimate recovery of the net receivables from the Tejas Companies is probable, and it will make an ongoing assessment of the likelihood of realization of such receivables.

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

RESULTS OF OPERATIONS

Overview: The Corporation posted record sales, net earnings and earnings per share for the third quarter and first nine months of 1997. Net earnings for the third quarter of 1997 increased 15.4% over the year ago quarter on a net sales increase of 12.7%. For the first nine months, 1997 net earnings increased 14.1% over the comparable 1996 period on a net sales increase of 9.3%. Earnings per share for the third quarter increased 13.7% over the year ago quarter. For the first nine months, earnings per share increased 14.1% over the 1996 comparable period. The third quarter's results benefited from several acquisitions and higher sales in the Corporation's North American tool and equipment businesses.

Sales: Net sales for the third quarter of 1997 were $391.2 million, an increase of 12.7% over third quarter 1996 sales of $347.2 million. Net sales for the first nine months of 1997 were $1.176 billion, an increase of 9.3% over 1996 nine-month sales of $1.076 billion. Base business sales increased 7% in the third quarter and 4% in the first nine months of 1997. Foreign currency translation rates negatively affected sales by 2 percentage points in the third quarter and 1.5 percentage points in the first nine months of 1997.

North American sales for the third quarter of 1997 were $313.7 million, an increase of 16.9% over third quarter 1996 sales of $268.4 million. North American sales for the first nine months of 1997 were $917.7 million, an increase of 11.6% over nine-month 1996 sales of $822.0 million. Base business sales grew 10% for the quarter and 6% for the first nine months of 1997. In the third quarter, increased sales of emissions-testing equipment, the success of tool storage promotions, growth in the Equipment Solutions purchasing facilitation business, the acquisition of Computer Aided Service, Inc. and the Mitchell Repair Information business, and strong sales in Canada and Mexico all contributed to the increase.

European sales for the third quarter of 1997 were $56.5 million, a decrease of 5.0% from third quarter 1996 sales of $59.4 million. European sales for the first nine months of 1997 were $197.5 million, an increase of 0.9% over nine-month 1996 sales of $195.7. Base business sales declined 9% for the quarter and 4% for the nine months of 1997. Foreign currency translation reduced sales by 8 percentage points in the third quarter and 5 percentage points in the first nine months of 1997. European tool sales in local currency grew by over 10% in the third quarter of 1997. This performance was more than offset by reduced equipment sales due to persistent weakness in the economies of many European countries and difficult comparison with last year's third quarter which benefited from an emissions testing program in the United Kingdom.

Other Non-U.S. sales for third quarter of 1997 were $21.0 million, an increase of 8.3% over third quarter 1996 sales of $19.4 million. Other Non-U.S. sales for the first nine months of 1997 were $60.5 million, an increase of 3.6% over nine-month 1996 sales of $58.4 million. Excluding the effects of foreign currency translation, sales would have increased 16% for the quarter and 11% for the first nine months. Increased tool and equipment sales in both Japan and Australia contributed importantly to the growth.

Earnings: Net earnings for the third quarter of 1997 were $35.5 million, an increase of 15.4% over third quarter 1996 net earnings of $30.8 million. Third quarter earnings per share increased to $.58, a 13.7% increase over third quarter 1996 earnings per share of $.51. Net earnings for the first nine months of 1997 were $108.3 million, an increase of 14.1% over nine-month 1996 net earnings of $94.9 million. Earnings per share for the first nine months of 1997 rose to $1.78 per share, a 14.1% increase over nine-month 1996 earnings per share of $1.56.

Operating expenses: As a percentage of net sales, third quarter total operating expenses decreased to 39.5% in 1997 from 40.7% in 1996. As a percentage of net sales, nine-month operating expenses decreased to 39.5% in 1997 from 40.2% in 1996.

Finance income: Finance income for the third quarter of 1997 was $18.1 million, an increase of 10.4% over third quarter 1996 finance income of $16.4 million. Finance income for the first nine months of 1997 was $54.0 million, an increase of 12.5% over nine-month 1996 finance income of $47.9 million. The major factors for the increases were the growth in extended credit financings resulting from strong sales and higher leasing income. Partially offsetting this year-to-date increase was the securitization of an additional $75.0 million of extended credit receivables as discussed in Note 6.

FINANCIAL CONDITION

Liquidity: Cash and cash equivalents of $15.4 million at the end of the third quarter were the same as at the end of 1996. Working capital increased to $707.1 million at the end of the third quarter, from $676.0 million at the end of 1996. At the end of the quarter, the Corporation had a $100 million long-term revolving credit facility to support the issuance of commercial paper.

In September 1994, the Corporation filed a registration statement with the Securities and Exchange Commission that allows the Corporation to issue from time to time up to $300 million of unsecured indebtedness. In October 1995, the Corporation issued $100 million of its notes to the public. The shelf registration gives the Corporation financing flexibility to operate the business.

The Corporation believes it has sufficient sources of liquidity to support working capital requirements, finance capital expenditures and pay dividends.

Accounts receivable: Accounts receivable decreased to $600.3 million at the end of the third quarter from $651.7 million at the end of 1996. In each of the first three-quarters of 1997, the Corporation sold an additional $25.0 million securitization of its receivables as discussed in Note 6.

The majority of the Corporation's accounts receivable involve customers' extended credit and lease purchases of higher-value products. Other receivables include those from dealers, industrial customers and government entities.

Inventories: Inventories increased to $367.3 million at the end of the third quarter from $269.8 million at the end of 1996. An inventory build in anticipation of upcoming emissions programs in the U.S. and higher-than-planned inventory of product purchased for resale are primarily responsible for the increase.

Liabilities: Total short-term and long-term debt was $230.0 million at the end of the third quarter compared with $173.1 million at the end of 1996. The increase is attributable to the funding of acquisitions completed in the first quarter of 1997.

Average shares outstanding: Average shares outstanding in the third quarter of 1997 were 61.0 million shares versus 61.0 million in last year's third quarter. For the first nine months of 1997, average shares outstanding declined to 60.9 million from 61.0 million in the comparable nine months of 1996.

Share repurchase: On June 27, 1997, the Corporation's board of directors authorized the repurchase of $100 million of the Corporation's common stock over a two-year period. In 1996, the Corporation's board of directors authorized the repurchase of stock in an amount equivalent to that necessary to prevent dilution created by shares issued for stock options, employee and dealer stock purchase plans, and other corporate purposes. The Corporation repurchased 474,337 shares of its common stock in the third quarter and 484,933 shares for the first nine months of 1997.

Dividend increase: At its June 27, 1997 board meeting, the Corporation's board of directors declared a 5.0% increase in the common stock dividend. The new quarterly dividend, paid on September 10, 1997 to shareholders of record on August 20, 1997, increased $.01 per share to $.21 per share, or $.84 on an annual basis.

Foreign currency: The Corporation operates in a number of countries and, as a result, is exposed to changes in exchange rates. Most of these exposures are managed on a consolidated basis to take advantage of natural offsets through netting. To the extent that the net exposures are hedged, forward contracts are used. Refer to note 10 for a discussion of the Corporation's accounting policies for the use of derivative instruments.

Other matters: Refer to Note 11 for discussion of a guaranty of lease obligations relating to emissions testing facilities that were to be used under a contract with the State of Texas to perform testing services.

Safe Harbor: Statements in this document that are not historical facts, including statements (i) that included the words "believes", "expects", "anticipates" or "estimates" or words of similar importance with reference to the corporation or management, (ii) specifically identified as forward-looking, or (iii) describing the Corporation's or Management's future plans, objectives or goals, are forward-looking statements. The Corporation or its representatives may also make similar forward-looking statements from time to time orally or in writing. The Corporation cautions the reader that these statements are subject to risks, uncertainties and other factors that could cause (and in some cases have caused) actual results to differ materially from those described in any such statement. Those important factors include the delay in implementation of State emissions programs or delay in delivery of products related to such programs, a weakening of sales of hand tools and other products in those states where the Corporation is undertaking a large emissions-testing equipment sales and service effort, and the achievement of productivity improvements and cost reductions. These factors may not constitute all factors that could cause actual results to differ materially from those discussed in any forward-looking statement. The Corporation operates in a continually changing business environment and new factors emerge from time to time. The Corporation cannot predict such factors nor can it assess the impact, if any of such factors on the Corporation or its results. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results.

PART II. OTHER INFORMATION

Item 6: Exhibits and reports on Form 8-K

Item 6(a): Exhibits

Exhibit 27   Financial Data Schedule

Item 6(b): Reports on Form 8-K Filed During the Reporting Period

Date Filed	Date of Report	Item
September 8, 1997	August 22, 1997	Item 4. Rights Agreement, dated as of August 22, 1997, between Snap-on Incorporated and First Chicago Trust Company of New York, which includes as Exhibit A, the Certificate of Designation, Exhibit B, the Form of Rights Certificate and Exhibit C, the Summary of Rights.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Snap-on Incorporated has duly caused this report to be signed on its behalf by the undersigned duly authorized persons.

SNAP-ON INCORPORATED

Date: November 11, 1997

/s/ R. A. Cornog
R. A. CORNOG
(Chairman, President and Chief Executive Officer)

Date: November 11, 1997

/s/ D.S. Huml
D.S. HUML
(Principal Accounting Officer and Chief Financial Officer)

EXHIBIT INDEX

Exhibit No.	Description
27	Financial Data Schedule

<ARTICLE> 5
<LEGEND>
THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS OF SNAP-ON INCORPORATED AS OF AND FOR THE THIRTY-NINE WEEKS ENDED SEPTEMBER 27, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
</LEGEND>
<MULTIPLIER> 1,000

<PERIOD-TYPE> OTHER<F1>
<FISCAL-YEAR-END> JAN-03-1998
<PERIOD-START> DEC-29-1996
<PERIOD-END> SEP-27-1997
<CASH> 15,442
<SECURITIES> 0
<RECEIVABLES> 618,495
<ALLOWANCES> 18,204
<INVENTORY> 367,314
<CURRENT-ASSETS> 1,070,785
<PP&E> 532,122
<DEPRECIATION> 276,611
<TOTAL-ASSETS> 1,658,234
<CURRENT-LIABILITIES> 363,727
<BONDS> 200,061
<PREFERRED-MANDATORY> 0
<PREFERRED> 0
<COMMON> 66,330
<OTHER-SE> 819,165
<TOTAL-LIABILITY-AND-EQUITY> 1,658,234
<SALES> 1,175,692
<TOTAL-REVENUES> 1,175,692
<CGS> 575,764
<TOTAL-COSTS> 575,764
<OTHER-EXPENSES> 464,775
<LOSS-PROVISION> 0
<INTEREST-EXPENSE> 12,979
<INCOME-PRETAX> 171,967
<INCOME-TAX> 63,628
<INCOME-CONTINUING> 108,339
<DISCONTINUED> 0
<EXTRAORDINARY> 0
<CHANGES> 0
<NET-INCOME> 108,339
<EPS-PRIMARY> 1.78
<EPS-DILUTED> 1.78
<FN>
<F1> Thirty-nine weeks.