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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended July 4, 1999

OR

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

Commission File Number 0-1088

KELLY SERVICES, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE	38-1510762
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

999 WEST BIG BEAVER ROAD, TROY, MICHIGAN 48084

(Address of principal executive offices)
(Zip Code)

(248) 362-4444

(Registrant's telephone number, including area code)

No Change

(Former name, former address and former fiscal year,
if changed since last report.)

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 ___

At August 6, 1999, 32,316,391 shares of Class A and 3,548,106 shares of Class B common stock of the Registrant were outstanding.

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KELLY SERVICES, INC. AND SUBSIDIARIES

KELLY SERVICES, INC. and SUBSIDIARIES

STATEMENTS OF EARNINGS
(UNAUDITED)
(In thousands of dollars except per share data)

	13 Weeks Ended		26 Weeks Ended	
	July 4, 1999	June 28, 1998	July 4, 1999	June 28, 1998
Sales of services	$1,066,783	$1,001,286	$2,092,742	$1,960,668
Cost of services	876,809	823,542	1,723,637	1,615,014
Gross profit	189,974	177,744	369,105	345,654
Selling, general and administrative expenses	154,841	143,584	308,380	286,653
Earnings from operations	35,133	34,160	60,725	59,001
Interest income, net	11	793	162	1,486
Earnings before income taxes	35,144	34,953	60,887	60,487
Income taxes	14,410	14,330	24,965	24,800
Net earnings	$ 20,734	$ 20,623	$ 35,922	$ 35,687
Earnings per share:				
Basic	$ .58	$ .54	$ 1.00	$ .93
Diluted	.58	.54	1.00	.93
Average shares outstanding (thousands):				
Basic	35,842	38,238	35,828	38,207
Diluted	36,002	38,497	35,973	38,449
Dividends per share	$ .24	$ .23	$ .47	$ .45

See accompanying Notes to Financial Statements.

KELLY SERVICES, INC. and SUBSIDIARIES

BALANCE SHEETS AS OF JULY 4, 1999 AND JANUARY 3, 1999
(In thousands of dollars)

ASSETS	1999	1998
CURRENT ASSETS:	(UNAUDITED)	
Cash and equivalents	$ 57,936	$ 59,799
Short-term investments	5,710	12,069
Accounts receivable, less allowances of $13,560 and $13,035, respectively	612,803	584,653
Prepaid expenses and other current assets	17,989	15,012
Deferred taxes	48,640	48,343
Total current assets	743,078	719,876
PROPERTY AND EQUIPMENT:		
Land and buildings	48,446	44,135
Equipment, furniture and leasehold improvements	206,866	179,707
Accumulated depreciation	(89,909)	(77,491)
Total property and equipment	165,403	146,351
INTANGIBLES AND OTHER ASSETS	105,707	98,020
TOTAL ASSETS	$ 1,014,188	$ 964,247

LIABILITIES & STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Short-term borrowings	$ 44,865	$ 47,629
Accounts payable	67,503	79,089
Payroll and related taxes	242,800	195,670
Accrued insurance	71,232	66,830
Income and other taxes	38,637	37,265
Total current liabilities	465,037	426,483
STOCKHOLDERS' EQUITY:		
Capital stock, $1 par value		
Class A common stock, shares issued 36,548,230 in 1999 and 36,540,770 in 1998	36,548	36,541
Class B common stock, shares issued 3,567,636 in 1999 and 3,575,096 in 1998	3,568	3,575
Treasury stock, at cost		
Class A common stock, 4,246,202 shares in 1999 and 4,301,321 in 1998	(80,635)	(81,669)
Class B common stock, 7,767 shares in 1999 and 1998	(248)	(248)
Paid-in capital	15,448	14,844
Earnings invested in the business	591,599	572,517
Accumulated foreign currency adjustments	(17,129)	(7,796)
Total stockholders' equity	549,151	537,764
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	$ 1,014,188	$ 964,247

See accompanying Notes to Financial Statements.

KELLY SERVICES, INC. AND SUBSIDIARIES

STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)
(In thousands of dollars)

	13 Weeks Ended		26 Weeks Ended	
	July 4, 1999	June 28, 1998	July 4, 1999	June 28, 1998
Capital Stock				
Class A common stock				
Balance at beginning of period	$ 36,541	$ 36,540	$ 36,541	$ 36,538
Conversions from Class B	7	1	7	3
Balance at end of period	36,548	36,541	36,548	36,541
Class B common stock				
Balance at beginning of period	3,575	3,576	3,575	3,578
Conversions to Class A	(7)	(1)	(7)	(3)
Balance at end of period	3,568	3,575	3,568	3,575
Treasury Stock				
Class A common stock				
Balance at beginning of period	(81,080)	(6,097)	(81,669)	(6,029)
Exercise of stock options, restricted stock awards and other	445	139	1,034	71
Balance at end of period	(80,635)	(5,958)	(80,635)	(5,958)
Class B common stock				
Balance at beginning of period	(248)	(185)	(248)	(185)
Purchase of treasury stock	--	--	--	--
Balance at end of period	(248)	(185)	(248)	(185)
Paid-in Capital				
Balance at beginning of period	15,205	12,627	14,844	10,980
Exercise of stock options, restricted stock awards and other	243	1,124	604	2,771
Balance at end of period	15,448	13,751	15,448	13,751
Earnings Invested in the Business				
Balance at beginning of period	579,468	528,703	572,517	522,039
Net earnings	20,734	20,623	35,922	35,687
Cash dividends	(8,603)	(8,800)	(16,840)	(17,200)
Balance at end of period	591,599	540,526	591,599	540,526
Accumulated Foreign Currency Adjustments				
Balance at beginning of period	(13,726)	(8,425)	(7,796)	(7,092)
Equity adjustment for foreign currency	(3,403)	(2,533)	(9,333)	(3,866)
Balance at end of period	(17,129)	(10,958)	(17,129)	(10,958)
Stockholders' Equity at end of period	$ 549,151	$ 577,292	$ 549,151	$ 577,292
Comprehensive Income				
Net earnings	$ 20,734	$ 20,623	$ 35,922	$ 35,687
Other comprehensive income - Foreign currency adjustments	(3,403)	(2,533)	(9,333)	(3,866)
Comprehensive Income	$ 17,331	$ 18,090	$ 26,589	$ 31,821

See accompanying Notes to Financial Statements.

KELLY SERVICES, INC. AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS
(UNAUDITED)
FOR THE 26 WEEKS ENDED JULY 4, 1999 AND JUNE 28, 1998
(In thousands of dollars)

	1999	1998
Cash flows from operating activities:		
Net earnings	$ 35,922	$ 35,687
Noncash adjustments:		
Depreciation and amortization	16,066	13,808
Changes in certain working capital components	5,592	26,792
Net cash from operating activities	57,580	76,287
Cash flows from investing activities:		
Capital expenditures	(36,604)	(25,198)
Proceeds from sales and maturities of short-term investments	489,223	814,996
Purchases of short-term investments	(482,864)	(840,255)
Increase in intangibles and other assets	(7,627)	(8,529)
Acquisition of companies, net of cash received	(3,275)	--
Net cash from investing activities	(41,147)	(58,986)
Cash flows from financing activities:		
Decrease in short-term borrowings	(2,764)	(6,305)
Dividend payments	(16,840)	(17,200)
Exercise of stock options and restricted stock awards	1,308	2,842
Net cash from financing activities	(18,296)	(20,663)
Net change in cash and equivalents	(1,863)	(3,362)
Cash and equivalents at beginning of period	59,799	76,690
Cash and equivalents at end of period	$ 57,936	$ 73,328

See accompanying Notes to Financial Statements.

KELLY SERVICES, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)
(In thousands of dollars)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with Rule 10-01 of Regulation S-X and do not include all the information and notes required by generally accepted accounting principles for complete financial statements. All adjustments, consisting only of normal recurring adjustments, have been made which, in the opinion of management, are necessary for a fair presentation of the results of the interim periods. The results of operations for such interim periods are not necessarily indicative of results of operations for a full year. The unaudited condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto for the fiscal year ended January 3, 1999 (the 1998 consolidated financial statements).

2. Segment Disclosures

The Company's reportable segments, which are based on the Company's method of internal reporting, are: (1) U.S. Commercial Staffing, (2) Professional, Technical and Staffing Alternatives (PTSA) and (3) International. The following table presents information about the reported sales and earnings from operations of the Company for the 13-week and 26-week periods ended July 4, 1999 and June 28, 1998. Segment data presented is net of intersegment revenues. Asset information by reportable segment is not presented, since the Company does not produce such information internally.

	13 Weeks Ended	26 Weeks Ended

	1999	1998	1999	1998
Sales:				
U.S. Commercial Staffing	$ 595,418	$ 585,244	$ 1,176,161	$ 1,146,283
PTSA	203,646	188,619	402,556	370,654
International	267,719	227,423	514,025	443,731
Consolidated Total	$ 1,066,783	$ 1,001,286	$ 2,092,742	$ 1,960,668
Earnings from Operations:				
U.S. Commercial Staffing	$ 51,607	$ 50,081	$ 98,124	$ 95,882
PTSA	10,506	8,832	19,842	16,305
International	7,320	5,288	11,618	8,371
Corporate	(34,300)	(30,041)	(68,859)	(61,557)
Consolidated Total	$ 35,133	$ 34,160	$ 60,725	$ 59,001

3. Contingencies

The Company is subject to various legal proceedings, claims and liabilities which arise in the ordinary course of its business. Litigation is subject to many uncertainties, the outcome of individual litigated matters is not predictable with assurance and it is reasonably possible that some of the foregoing matters could be decided unfavorably to the Company. Although the amount of the liability at July 4, 1999 with respect to these matters cannot be ascertained, the Company believes that any resulting liability will not be material to the financial statements of the Company at July 4, 1999.

4. Earnings Per Share

The reconciliations of earnings per share computations for the 13-week and 26-week periods ended July 4, 1999 and June 28, 1998 were as follows:

	13 Weeks Ended 1999	13 Weeks Ended 1998	26 Weeks Ended 1999	26 Weeks Ended 1998
Net earnings	$20,734	$20,623	$35,922	$35,687
Determination of shares (thousands):				
Weighted average common shares outstanding	35,842	38,238	35,828	38,207
Effect of dilutive securities:				
Stock options	97	177	83	162
Restricted and performance awards	63	82	62	80
Weighted average common shares outstanding - assuming dilution	36,002	38,497	35,973	38,449
Earnings per share - basic	$ .58	$ .54	$ 1.00	$ .93
Earnings per share - assuming dilution	$ .58	$ .54	$ 1.00	$ .93

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

Results of Operations:

Second Quarter

Sales of services in the second quarter of 1999 were $1.067 billion, an increase of 6.5% from the same period in 1998. Sales in the U.S. Commercial

Staffing segment grew by 1.7%, while Professional, Technical and Staffing Alternatives (PTSA) sales grew by 8.0% compared to last year. International sales grew by 17.7% as compared to the second quarter of 1998.

Cost of services, consisting of payroll and related tax and benefit costs of employees assigned to customers, increased 6.5% in the second quarter as compared to the same period in 1998. Direct wage costs have increased from 1998 at a rate somewhat higher than the general inflation rate, due to strong worldwide demand for labor.

Gross profit of $190.0 million was 6.9% higher than the second quarter of 1998, and gross profit as a percentage of sales was 17.8% in 1999 and 1998. Although the total company gross profit rate was consistent with last year, there was a small increase in the gross profit rate of the Company's U.S. Commercial Staffing businesses, which offset a similarly small decrease in the Company's International segment.

Selling, general and administrative expenses were $154.8 million in the second quarter, an increase of 7.8% over the same period in 1998. Expenses averaged 14.5% of sales as compared to 14.3% in last year's second quarter. The rate of growth of these expenses reflects spending for the year 2000 project and amortization of costs associated with the Company's information technology programs.

Earnings from operations of $35.1 million were 2.8% greater than the second quarter of 1998. Interest income (net) of $11 thousand decreased as compared to the second quarter of 1998. The decrease is attributable to lower cash and short-term investment balances than a year ago as a result of the $76 million utilized in the Company's share repurchase program during the fourth quarter of 1998, and a 45% increase in year-to-date capital expenditures compared to the same period in 1998.

Earnings before income taxes were $35.1 million, an increase of 0.5%, compared to pretax earnings of $35.0 million for the same period in 1998. The pretax margin was 3.3% as compared to 3.5% in last year's second quarter, due primarily to the effect of lower interest income (net) noted above. Income taxes were 41.0% of pretax income in the second quarters of 1999 and 1998.

Net earnings were $20.7 million in the second quarter of 1999, an increase of 0.5% over the second quarter of 1998. Basic and diluted earnings per share were $.58 compared to $.54 in the same period last year, a 7.4% increase. The rate of growth of earnings per share exceeded the rate of growth of net earnings as a result of the 2.5 million shares repurchased during the fourth quarter of 1998.

Year-to-Date

Sales of services totaled $2.093 billion during the first six months of 1999, an increase of 6.7% over 1998. Sales in the U.S. Commercial Staffing segment grew by 2.6%, while Professional, Technical and Staffing Alternatives (PTSA) sales grew by 8.6% compared to last year. International sales grew by 15.8% as compared to the first six months of 1998.

Cost of services of $1.724 billion was 6.7% higher than last year, reflecting volume growth and increases in payroll rates due to strong demand for labor worldwide.

Gross profit increased 6.8% in 1999 due to increased sales. The gross profit rate was 17.6% for the first six months of 1999 and 1998.

Selling, general and administrative expenses of $308.4 million were 7.6% higher than last year. The spending rate was 14.7% of sales, 0.1 percentage point above last year's rate. Expenses included the information technology investment program and year 2000 related conversion costs.

Earnings before taxes were $60.9 million, an increase of 0.7% over 1998. These earnings averaged a pretax margin of 2.9% in the first six months of 1999 compared to 3.1% in 1998. Income taxes were 41.0% of pretax earnings in the first six months of 1999 and 1998.

Net earnings were $35.9 million or 0.7% above the first six months of 1998. Basic and diluted earnings per share were $1.00, an increase of 7.5% as compared to $.93 in the first six months of 1998.

Financial Condition

Assets totaled $1.0 billion at July 4, 1999, an increase of 5.2% over the

$964.2 million at January 3, 1999. Working capital decreased $15.4 million during the six-month period. The current ratio was 1.6 at July 4, 1999 and 1.7 at January 3, 1999.

During the first six months of 1999, net cash from operating activities was $57.6 million, a decrease of 24.5% from the comparable period in 1998. This decrease resulted principally from an increase in the accounts receivable balance offset by an increase in the growth of accrued liability balances. The Company's global days sales outstanding for the 26-week period were 53 days, as compared to 52 days for the same period last year.

Capital expenditures of $36.6 million in 1999 and $25.2 million in 1998 were principally for developing new information systems.

The quarterly dividend rate applicable to Class A and Class B shares outstanding was $.24 per share in the second quarter of 1999. This represents a 4.3% increase compared to a dividend rate of $.23 per share in the second quarter of 1998.

The Company's financial position continues to be strong. This strength will allow it to continue to aggressively pursue growth opportunities, while supporting current operations.

Year 2000 Systems Update

The Year 2000 problem is an issue regarding computer programs and non-information technology systems that use embedded computer chips such as microcontrollers. Many of these programs are unable to distinguish between a year that begins with "20" instead of the familiar "19" and therefore could fail or produce incorrect results.

In 1995, the Company embarked upon a global Year 2000 Project. The project scope includes hardware, software and embedded chip technology. A formal Project Office was established with complete executive sponsorship and funding in February 1997. This initiated a global business system strategy that included a wide-scale Oracle implementation of business and financial systems, plus major enhancements to branch automation systems. Included in these initiatives is the remediation of Year 2000 non-compliant systems.

The Company's State of Readiness

Plans for remediation of Year 2000 non-compliant systems are divided into the following major initiatives: mainframe, client server, domestic and international subsidiaries. The common project phases consisted of: inventory all hardware, software and embedded systems; prioritize systems based on business criticality; complete a risk assessment based on interviews with business users and subject matter experts, analysis of date functionality, and vendor documentation; test and decide to upgrade, replace or retire, as appropriate; internal certification; and a return to production. As a part of the risk assessment process, contingency plans will be developed in the event of system failure. Compuware Corporation was selected to assist in the inventory remediation and testing process.

The inventory and assessment phase is 100% complete for all business areas. Remediation and testing is 100% complete for some of the Kelly business units. Overall completion is approximately 92% when all countries and business units are considered. The Company was 100% remediated of all mission-critical customer support systems at year-end 1998. Testing will continue throughout 1999 with planned completion during the third quarter of 1999. Testing teams are in place for mainframe, client server and international. The testing process includes a detailed risk assessment to determine the necessity and scope of testing. In some instances internal certification is recommended without testing, based on the risk assessment. This process will ensure resources remain focused on areas of greatest risk.

External communications and readiness assessments have been distributed to all customers, landlords, vendors, suppliers and facilities for North America. International communications and assessments were 100% complete at year-end 1998. Ongoing analysis of responses will determine follow-up action including additional contingency plans.

The Costs To Address The Company's Year 2000 Issues

The total cost of the Year 2000 project is expected to be at least somewhat offset by the benefits to be realized by the Company. These include: enhanced functionality at the branch level; a worldwide inventory of information technology and systems; a high-level documentation of business processes used by strategic business units; rationalization and standardization of diverse information systems; upgrades and standardization of desktop computing; upgrade of wide area network to remote business units; improved software quality assurance; and clean-up and documentation of older program code.

Total cost of the Year 2000 remediation project is estimated to be approximately $21 million. The total amount incurred to date is $15 million, of which $1 million was expended in 1997, $8 million in 1998 and $6 million in 1999. Approximately $7 million of the total cost has been incurred for remediation (code remediation, project management compliance and risk assessment), $5 million for testing, and the balance for contingency development.

The estimated future cost of completing the Year 2000 project is approximately $6 million to be incurred throughout 1999 and early 2000. Of these future costs the Company estimates approximately $1 million will relate to remediation, $3 million for testing and the balance for contingency activities. Funds for the project are budgeted separately from other Information Technology initiatives. These costs are being expensed as an element of Selling, General and Administrative expense and are funded from cash provided by operations.

The Risks Of The Company's Year 2000 Issues

The failure to correct a material Year 2000 problem could result in an interruption, or a failure of, certain normal business activities or operations. Such failures could materially and adversely affect the Company's results of operations, liquidity and financial condition. It is believed the most significant of risks concern the Year 2000 readiness of third party customers and suppliers. Due to the general uncertainty inherent in the Year 2000 problem, resulting in part from the uncertainty of the Year 2000 readiness of third-party suppliers and customers, the Company is unable to determine at this time whether the consequences of Year 2000 failures will have a material impact on the Company's results of operations, liquidity or financial condition. The Year 2000 Project is expected to significantly reduce the Company's level of uncertainty about the Year 2000 problem and through, in particular, the Year 2000 readiness of its internal systems and processes and its assessment of third-party preparedness.

In general, all reasonable steps have been taken or are in process to ensure operations will continue without disruption. Additionally, in the event of circumstances resulting from the failure of a third party, all reasonable steps will have been taken to ensure appropriate contingency plans exist or are being developed to minimize the impact of these failures.

Market Risk Sensitive Instruments And Positions

The market risk inherent in the Company's market risk sensitive instruments and positions is the potential loss arising from adverse changes in foreign currency exchange rates and interest rates. Foreign currency exchange risk is mitigated by the availability of the Company's multi-currency line of credit. This credit facility can be used to borrow in the local currencies that can effectively hedge the exchange rate risk resulting from foreign currencies weakening in relation to the U.S. dollar.

The Company's holdings and positions in market risk sensitive instruments do not subject the Company to material risk exposures.

Forward-Looking Statements

Except for the historical statements and discussions contained herein, statements contained in this report relate to future events that are subject to risks and uncertainties, such as: competition, changing market and economic conditions, currency fluctuations, changes in laws and regulations, the Company's ability to effectively implement and manage its information technology programs, including the Year 2000 project, and other factors discussed in the report and in the Company's filings with the Securities and Exchange Commission. Actual results may differ materially from any projections contained herein.

Companies for which this report is filed are:

Kelly Services, Inc. and its subsidiaries:
- Kelly Assisted Living Services, Inc.
- Kelly Properties, Inc.
- Kelly Professional and Technical Services, Inc.
- Kelly Services (Canada), Ltd.
- Kelly Services (UK), Ltd.
- Kelly Services (Ireland), Ltd.
- Kelly Services (Australia), Ltd.
- Kelly Services (New Zealand), Ltd.
- Kelly Services (Nederland), B.V.
- Kelly Services of Denmark, Inc.
- Kelly de Mexico, S.A. de C.V.
- Kelly Services Norge A.S.
- KSI Acquisition Corp.
- Kelly Staff Leasing, Inc.
- The Law Registry
- Kelly Services (Suisse) Holding S.A.
- Kelly Professional Services (France), Inc.
- Kelly Services France S.A.
- Kelly Formation S.A.R.L.
- Kelly Services Luxembourg S.A.R.L.
- Kelly Services Italia Srl
- Kelly Services Iberia Holding Company, S.L.
- Kelly Services Empleo Empresa de Trabajo Temporal, S.L.
- Kelly Services Seleccion y Formacion, S.L.
- Kelly Services CIS, Inc.
- ooo Kelly Services
- Kelly Services (societa di fornitura di lavaro temporaneo) SpA
- Kelly Services Interim, S.A.
- Kelly Services Deutchland GmbH
- Kelly Services Consulting GmbH
- Kelly Services Interim (Belgium) S.A., N.V.
- Kelly Services Select (Belgium) S.A., N.V.
- Kelly Services Sverige A.B.
- LabStaff Pty. Ltd.

PART II. OTHER INFORMATION

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

(a) The annual meeting of stockholders of registrant was held May 10, 1999.

(b) The nominee for director, as listed in the Company's proxy statement dated April 15, 1999, was elected. The directors whose terms of office continued after the meeting are also listed in the proxy statement.

(c) A brief description and the results of the matters voted upon at the meeting follow.

(1) Election of B. J. White as director:

Shares voted "For"	3,512,738
Shares voted "Withhold"	2,321

(2) Approval of 1999 Non-Employee Directors Stock Option Plan:

Shares voted "For"	3,475,643
Shares voted "Withhold"	38,147
Shares voted "Abstain"	1,269

(3) Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditors:

Shares voted "For"	3,514,334

Shares voted "Withhold"	291
Shares voted "Abstain"	434

Item 6. Exhibits and Reports on Form 8-K.

(a) See Index to Exhibits required by Item 601, Regulation S-K, set forth on page 16 of this filing.

(b) No reports on Form 8-K were filed during the quarter for which this report is filed.

SIGNATURE

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.

KELLY SERVICES, INC.

Date: August 13, 1999

/s/ William K. Gerber
William K. Gerber

Executive Vice President and
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

INDEX TO EXHIBITS
REQUIRED BY ITEM 601,
REGULATION S-K

Exhibit No.	Description	Document
4	Rights of security holders are defined in Articles Fourth, Fifth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth and Fifteenth of the Certificate of Incorporation. (Reference is made to Exhibit 3.2 to the Form 10-Q for the quarterly period ended June 30, 1996, filed with the Commission in August, 1996, which is incorporated herein by reference).	
27	Financial Data Schedule for six months ended July 4, 1999.	2

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION
EXTRACTED FROM THE BALANCE SHEET AND STATEMENT OF EARNINGS
AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH
FINANCIAL STATEMENTS.

1,000
6-MOS
JAN-02-2000
JUL-04-1999
57,936
5,710
626,363
13,560
0
743,078
255,312
89,909
1,014,188
465,037
0
40,116
0
0
509,035
1,014,188
0
2,092,742
0
1,723,637
0
0
0
60,887
24,965
35,922
0
0
0
35,922
1.00
1.00