UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

(X) Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 1997 or
( ) Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from
_________to________

Commission File Number 1-4329

COOPER TIRE & RUBBER COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	34-4297750 (I.R.S. employer identification no.)
Lima and Western Avenues, Findlay, Ohio (Address of principal executive offices)	45840 (Zip Code)

Registrant's telephone number, including area code: (419) 423-1321

Securities registered pursuant to Section 12(b) of the Act:

(Name of each exchange on
(Title of each class) which registered)
Common Stock, $1 par per share New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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 by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. (X)

State the aggregate market value of the voting stock held by non- affiliates of the registrant (computed by reference to the closing price on the Composite Tape for securities listed on the New York Stock Exchange as of March 9, 1998). $1,855,838,060

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 March 9, 1998) Common Stock, $1 par per share 78,762,358

DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K into which the document is incorporated:

Proxy statement dated March 24, 1998 - Part III

EXHIBIT INDEX appears on pages 16 and 17

Part I

Item 1. BUSINESS

Acquisition of Tire Operations of Avon Rubber p.l.c.

On March 14, 1997, the Company, through a wholly-owned United Kingdom subsidiary, acquired the tire operations of Avon Rubber p.l.c. (Avon) of the United Kingdom. This purchase includes the land and manufacturing facility in Melksham, England; the shares of Avon Tyres Limited, renamed Cooper-Avon Tyres Limited (Cooper-Avon), and the shares of tire distribution companies in France, Germany and Switzerland; and other minor assets. In a separate transaction the Company acquired from Avon various trademarks and technology. The acquisitions, totaling $96.5 million, have been accounted for as a purchase. The Company's consolidated financial results and financial position subsequent to the date of acquisitions reflect Cooper-Avon operations. Had these acquisitions occurred as of the beginning of 1996, the pro forma results of operations giving effect to the acquisitions would not be materially different from the net sales, net income and earnings per share presented in the statements of income.

Products and Sales

The primary business of Cooper Tire & Rubber Company ("Cooper" or "Company") is the conversion of natural and synthetic rubbers into a variety of carbon black reinforced rubber products. The Company manufactures and markets the following products for the transportation industry: automobile, truck and motorcycle tires; inner tubes; vibration control systems; automotive sealing; and hose and hose assemblies. Additional information on the Company's products appears in Exhibit (13) of this Annual Report on Form 10-K.

The Company markets its products domestically and internationally through well-established channels of distribution. Among its customers are automotive manufacturing companies, independent tire dealers and wholesale distributors and large retail chains.

Tires are sold in the replacement market through independent dealers and distributors. This channel of marketing accounted for approximately 71 percent of all replacement passenger tires sold in the United States in 1997. During 1996 and 1995 this share approximated 69.5 and 68.5 percent, respectively. Cooper has an efficient distribution system to serve its markets for replacement passenger and truck tires.

Cooper engineers and manufactures rubber parts for automotive vehicle manufacturers. The Company's engineering and marketing personnel work closely with these customers to assist in the design and development of rubber products to meet their changing requirements.

Additional information on the Company's marketing and distribution appears in Exhibit (13) of this Annual Report on Form 10-K.

North American vehicle manufacturers experienced a 3.4% increase in total production of light vehicles in 1997. The Company's sales of engineered rubber products are generally linked to light vehicle production. Cooper's improved sales in this market reflected the Company's success in the procurement of larger contracts and development of new products. The Company is an authorized supplier to virtually every automobile manufacturer in the United States and Canada.

Current market data indicates an increasing demand for replacement tires and engineered rubber products. Essentially, there are no economical or practical substitutes for tires or certain rubber automotive parts. Based on current data, the Company expects moderate
(continued)

growth in the market for replacement tires and in the use of rubber components by automobile manufacturers. Additional information on the Company's outlook for the industry appears in Exhibit (13) of this Annual Report on Form 10-K.

During recent years Cooper has distributed products to Canada and countries in Latin America, Western Europe, the Middle East, Asia, Africa and Oceania. The global market for rubber products is expanding as the standard of living in other countries increases and motor vehicle usage grows.

During 1997 Cooper's ten largest customers accounted for approximately 55 percent of total sales. Sales to one major customer approximated 12, 17 and 14 percent of net sales in 1997, 1996 and 1995. The amount of backlog of orders for the Company's products at any given time is usually small in relation to annual sales and is, therefore, of little value in forecasting sales or earnings for the current or succeeding years.

The Company successfully operates in a competitive industry. A number of its competitors are larger than the Company. The Company's sales of automobile and truck tires in 1997 represented approximately 13 percent of all domestic, original equipment and replacement tire sales. On the basis of North American tire manufacturing capacity the Company believes it ranks fourth among sixteen generally recognized producers of new tires. According to a recognized trade source the Company ranked ninth in worldwide tire sales based on 1996 estimated sales volumes. Sales of the Company's tire products are affected by factors which include price, quality, availability, technology, warranty, credit terms and overall customer service.

Raw Materials

The primary raw materials used by the Company include synthetic and natural rubbers, polyester and nylon fabrics, steel tire cord and carbon black, which the Company acquires from multiple sources to provide greater assurance of continuing supplies for its manufacturing operations. The Company did not experience any significant raw material shortages in 1997, nor have any shortages been experienced in the opening months of 1998.

The Company has a purchasing office in Singapore to acquire natural rubber and various raw materials direct from producers in the Far East. This purchasing operation enables the Company to work directly with producers to improve the consistency of quality and to reduce the costs of materials, delivery and transactions. In addition, control over packaging methods enhances the Company's goal to use recyclable materials in the packaging of these raw materials.

The Company's contractual relationships with its raw material suppliers are generally based on purchase order arrangements. Certain materials are purchased pursuant to supply contracts which incorporate normal purchase order terms and establish minimum purchase amounts.

Cooper has not experienced serious fuel shortages and none are foreseen in the near future. The Findlay, Ohio plant uses natural gas with fuel oil and coal as standby energy sources. All other Company plants use natural gas with fuel oil as a standby energy source.
(continued)

Research, Development and Product Improvement

Cooper generally directs its research activities toward product development, improvements in quality, and operating efficiency. A significant portion of basic research for the rubber industry is performed by raw material suppliers. The Company participates in such research with its suppliers. Cooper has approximately 261 full-time employees engaged in research and development programs. Research and development expenditures amounted to approximately $21,700,000 in 1997, $19,700,000 in 1996, and $16,000,000 in 1995.

The Company is a leader in the application of computer technology to the development of new tire products and engineered automotive products. The use of computer-aided design (CAD) and sophisticated modeling programs reduce Cooper's product development costs and the time necessary to bring new products to market. The Company also forms strategic alliances with universities, research firms and high-tech manufacturers to collaborate on new product development, particularly in engineered automotive products. The ability to offer complete component design services and full vehicle analysis to automotive customers increases the Company's value as a partner in product design and development.

The Company continues to actively develop new passenger and truck tires. Cooper conducts extensive testing of current tire lines, as well as new concepts in tire design and construction. During 1997 approximately 48 million miles of tests were performed on indoor test wheels and in monitored road tests. Uniformity equipment is used to physically check every radial passenger tire produced for high standards of quality. The Company continues to design and develop specialized equipment to fit the precise needs of its manufacturing and quality control requirements.

In 1997 plans were finalized for the Company to construct a tire testing facility in southern Texas. By the end of 1998, this 1,000-acre site near San Antonio will contain a one-mile road course, a 2-1/2 mile oval course and a vehicle dynamics wet testing area. Cooper's speed-to- market with new products will be greatly enhanced with this control of future tire testing projects.

Additional information on the Company's research, development and product improvement programs appears in Exhibit (13) of this Annual Report on Form 10-K.

Environmental Matters

Cooper recognizes the importance of compliance in environmental matters and has an organization structure to supervise environmental activities, planning and programs. The Company also participates in activities concerning general industry environmental matters.

Cooper's manufacturing facilities, in common with those of industry generally, are subject to numerous laws and regulations designed to protect the environment. In general, the Company has not experienced difficulty in complying with these requirements and believes they have not had a material adverse effect on its financial condition or the results of its operations. The Company expects that additional requirements with respect to environmental control facilities and waste disposal will be imposed in the future.

The Company has been named in environmental matters asserting potential joint and several liability for past and future cleanup, state and Federal claims, site remediation, and attorney fees. The Company has determined that it has no material liability for these matters. The Company's 1997 expense and capital expenditures for environmental control at its facilities were not material, nor is it estimated that expenditures in 1998 for such uses will be material. (continued)

Seasonal Trends

There is a year-round demand for passenger and truck replacement tires, but passenger replacement tire sales are generally strongest during the second and third quarters of the year. Winter tires are sold principally during the months of August through November. Engineered rubber product sales to automotive customers are lowest during the months prior to model changeover.

Employee Relations

As of December 31, 1997, the Company employed 10,456 persons world- wide, of whom 5,241 were salaried employees. Union contracts covering domestic hourly employees include, among other things: wages, hours, grievance procedures, checkoff, seniority and working conditions. The United Steelworkers of America (AFL-CIO/CLC) represents production and maintenance employees at each of the following domestic Company plants:

Auburn, Indiana
Bowling Green, Ohio (Sealing products) Bowling Green, Ohio (Hose products) Clarksdale, Mississippi
El Dorado, Arkansas
Findlay, Ohio
Texarkana, Arkansas

Over-the-road domestic truck drivers are affiliated with the International Brotherhood of Teamsters. Employees at the Piedras Negras, Mexico plant are affiliated with Sindicato Autonomo de Trabajadores Rio Grande SerVaas. Process employees at the Melksham, England plant are affiliated with either the Transport and General Workers Union or the Amalgamated Engineering and Electrical Union. The Association of Clerical, Technical, and Supervisory Staff Union represents certain salaried employees.

Domestically all labor contracts are for a three-year term. In Mexico the labor contract is for two years with wages negotiated annually. In England the labor contracts have no set term with negotiations conducted annually. Cooper considers its labor relations to be favorable.

Substantially all domestic employees are covered by hospital and surgical, group life, and accident and sickness benefit plans. Employees in England and Mexico are covered by their national health care plans. The Company has various trusteed retirement income plans which cover most domestic and United Kingdom employees and retirees. Substantially all domestic retirees are covered by hospital and surgical and group life benefit plans. See "Notes to Consolidated Financial Statements" on pages 32 through 36 of this Annual Report on Form 10-K for additional information as to pension costs and funding and postretirement benefits.

Item 2. PROPERTIES

The Company owns its headquarters facility which is adjacent to its Findlay, Ohio tire manufacturing plant. Properties used for the manufacture and distribution of the Company's products consist of the following:

Location	Use	Title
NORTH AMERICA		
3300 Sylvester Road Albany, GA 31703	Tire plant and regional distribution center	Leased
725 West Eleventh St. Auburn, IN 46706	Engineered products plant	Owned
1175 North Main St. Bowling Green, OH 43402	Engineered products plant	Owned
400 Van Camp Rd. Bowling Green, OH 43402	Engineered products plant	Owned
2205 Dr. Martin Luther King Blvd. Clarksdale, MS 38614	Inner tube plant	Owned
166 Cooper Drive El Dorado, AR 71730	Engineered products plant	Owned
701 Lima Ave., Findlay, OH 45840	Tire plant	Owned
2025 Production Drive Findlay, OH 45840	Metal fabrication and assembly plant	Owned
250 Oak Grove Drive Mt. Sterling, KY 40353	Engineered products plant	Owned
3500 E. Washington Rd. Texarkana, AR 71854	Tire plant and regional distribution center	Owned
1689 South Green St. Tupelo, MS 38801	Tire plant and regional distribution center	Owned/ Leased
6340 Artesia Blvd. Buena Park, CA 90620	Regional distribution center	Owned
1300 Lunt Avenue Elk Grove Village, IL 60007	Regional distribution center	Owned
4200-D Industry Drive Fife, WA 98424	Regional distribution center	Leased
1625 Lake Cascades Parkway Findlay, OH 45840	Regional distribution center	Owned
1026 North Century Ave. Kansas City, MO 64120	Regional distribution center	Leased
3601 Dryden Road Moraine, OH 45439	Regional distribution center	Owned
Terminal Road & Industrial Drive New Brunswick, NJ 08901	Regional distribution center	Owned

(continued)

LATIN AMERICA

Victoria Norte 2707 Piedras Negras, Mexico, C.P. 20610	Engineered Products plant	Owned
EUROPE		
4 Rue Jacques De Vaucanson Zac DeMercieres II 60200 Compiegne, France	Regional distribution center	Leased
Hagackerstrasse 12 8953 Dietikon, Switzerland	Regional distribution center	Owned/ Leased
Bath Road Melksham, Wiltshire SN12 8AA England	Tire plant and regional distribution center	Owned
Dortmunder Strasse 15 57234 Wilnsdorf, Germany	Regional distribution center	Leased

The Company believes its properties have been adequately maintained and generally are in good condition.

Cooper's tire plants are operating at rated capacity levels. The Tupelo, Mississippi and Albany, Georgia plants operate on a 24-hour day, seven-day production schedule. The other plants are operating 24 hours per day, at least five days per week.

The Company's capacity to manufacture a full range of radial passenger, light truck and medium truck tires using advanced technology continues to be incrementally expanded.

Additional information concerning the Company's facilities appears in Exhibit (13) of this Annual Report on Form 10-K. Information related to leased properties appears on page 37.

Item 3. LEGAL PROCEEDINGS

Cooper is a defendant in many unrelated actions in Federal and state courts throughout the United States. In a number of such cases the plaintiffs allege violations of state and Federal laws, breach of contract and product liability and assert damages of many thousands of dollars. The Company self-insures product liability losses up to $2,250,000 per occurrence with an annual aggregate of $6,000,000. In addition, Cooper carries Excess Liability Insurance which provides protection with respect to product liability losses in excess of the self-insured amounts. While the outcome of litigation cannot be predicted with any certainty, the Company believes the pending claims and lawsuits against it should not have a material adverse effect on the financial condition of the Company or the results of its operations.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of security holders during the last quarter of the fiscal year ended December 31, 1997.

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Cooper Tire & Rubber Company common stock is traded on the New York Stock Exchange under the symbol CTB. Information concerning the Company's common stock and related security holder matters (including dividends) is presented on pages 9, 21, 25, 28 through 31 and 39 of this Annual Report on Form 10-K.

Item 6. SELECTED FINANCIAL DATA
(All dollar amounts in thousands except per share figures)

	Net Sales	Gross Margin	Operating Margin	Income Before Income Taxes(a)	Income Taxes	Income(a)	Net Income
1997	$1,813,005	$314,573	$209,041	$194,792	$72,381	$122,411	$122,411
1996	1,619,345	252,796	172,922	172,092	64,208	107,884	107,884
1995	1,493,622	250,727	176,931	180,070	67,250	112,820	112,820
1994	1,403,243	277,265	208,517	208,119	79,600	128,519	128,519
1993	1,193,648	228,295	166,013	164,250	62,040	102,210	102,210
1992	1,174,728	229,332	170,646	169,841	61,670	108,171	43,211
1991	1,001,071	180,432	128,495	124,465	45,030	79,435	79,435
1990	895,896	155,892	108,715	104,874	38,410	66,464	66,464
1989	866,805	139,482	94,188	92,624	34,380	58,244	58,244
1988	748,032	106,419	66,575	64,912	23,850	41,062	41,062
1987	665,775	93,877	56,031	53,090	22,410	30,680	30,680

	Stock-holders' Equity	Total Assets	Working Capital	Net Property, Plant & Equipment	Capital Expend-itures	Deprecia-tion	Long-term Debt
1997	$833,575	$1,495,956	$354,281	$860,448	$107,523	$94,464	$205,525
1996	786,612	1,273,009	256,130	792,419	193,696	76,820	69,489
1995	748,799	1,143,701	272,216	678,876	194,894	63,313	28,574
1994	662,077	1,039,731	303,103	549,601	78,449	55,603	33,614
1993	550,186	889,584	204,857	527,949	117,249	46,352	38,729
1992	471,474	796,858	175,154	460,373	110,157	38,077	48,075
1991	439,648	670,572	144,285	388,557	85,954	31,969	53,512
1990	369,003	616,458	167,291	334,794	100,141	27,615	91,027
1989	310,064	519,893	150,285	262,445	73,182	23,393	65,727
1988	257,756	442,582	143,101	212,923	70,621	19,873	67,790
1987	221,566	413,306	154,283	162,447	41,507	18,436	70,059

	Return On Beginning Equity(a)	Return On Beginning Assets(a)	Current Ratio	Pretax Margin(a)	Effective Tax Rate(a)	Return On Sales(a)	Long-term Debt to Capital-ization
1997	15.6%	9.6%	2.8	10.7%	37.2%	6.8%	19.8%
1996	14.4	9.4	2.4	10.6	37.3	6.7	8.1
1995	17.0	10.9	2.7	12.1	37.3	7.6	3.7
1994	23.4	14.4	3.0	14.8	38.2	9.2	4.8
1993	21.7	12.8	2.6	13.8	37.8	8.6	6.6
1992	24.6	16.1	2.3	14.5	36.3	9.2	9.3
1991	21.5	12.9	2.2	12.4	36.2	7.9	10.9
1990	21.4	12.8	2.7	11.7	36.6	7.4	19.8
1989	22.6	13.2	2.5	10.7	37.1	6.7	17.5
1988	18.5	9.9	2.7	8.7	36.7	5.5	20.8
1987	15.7	8.3	2.6	8.0	42.2	4.6	24.0

(continued)

	Earnings Per Share Basic	Earnings Per Share Diluted	Equity Per Share(c)	Dividends Per Share(c)	Common Shares Average (000)(c)	Common Shares Year End (000)(c)
1997	$1.55	$1.55	$10.58	$.35	79,128	78,760
1996	1.30	1.30	9.67	.31	83,214	81,367
1995	1.35	1.35	8.95	.27	83,646	83,662
1994	1.54	1.53	7.92	.23	83,623	83,634
1993	1.22	1.22	6.58	.20	83,550	83,582
1992	.52(b)	.52(b)	5.65	.17	83,357	83,511
1991	.96	.95	5.30	.13	82,738	82,962
1990	.81	.80	4.47	.11	82,391	82,519
1989	.71	.70	3.77	.09	82,077	82,259
1988	.50	.50	3.15	.07	81,583	81,821
1987	.38	.38	2.72	.06	81,258	81,383

	Number of Stock-holders	Number of Employees	Wages & Benefits	Total Taxes(d)	Research & Development	Stock Price(c) High	Stock Price(c) Low	Price/Earnings Ratio(a) Average
1997	5,281	10,456	$517,716	$121,189	$21,700	$28.44	$18.00	15.0
1996	5,991	8,932	440,393	102,097	19,700	27.25	18.00	17.4
1995	6,721	8,284	411,694	101,884	16,000	29.63	22.25	19.2
1994	7,623	7,815	382,002	111,504	14,700	29.50	21.63	16.6
1993	8,096	7,607	346,062	91,479	15,100	39.63	20.00	24.4
1992	6,142	7,207	329,396	46,432	13,700	35.63	22.00	22.2
1991	4,492	6,545	266,683	67,933	14,000	26.25	7.88	17.8
1990	4,459	6,225	256,076	59,802	10,800	10.50	6.19	10.3
1989	3,871	6,041	233,881	54,020	10,300	9.75	5.63	10.8
1988	3,627	6,031	217,480	41,743	11,200	6.81	3.53	10.3
1987	3,516	5,720	189,209	39,056	10,300	4.97	2.78	10.3

(a) Prior to cumulative effect of changes in accounting in 1992 for postretirement benefits other than pensions and income taxes.
(b) Basic and diluted earnings per share prior to the cumulative effect of changes in accounting were $1.30 and $1.29, respectively.
(c) Share data reflects stock splits in 1992, 1990 and 1988.
(d) Excluding Federal excise taxes.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Financial Condition

The financial position of the Company continues to be excellent. Strong operating cash flows provided funds for investment in productivity, expansion, product quality and technology development and contributed to growing financial strength. The financial statements of the Company include amounts for the operations of Avon Tyres Limited, renamed Cooper-Avon Tyres Limited, of Melksham, England (Cooper-Avon) acquired late in the first quarter of 1997.

Working capital amounted to $354 million at year-end 1997 compared with $256 million one year earlier. A current ratio of 2.8 indicates a strong liquidity position and is up from the year-end 1996 current ratio of 2.4.

Accounts receivable increased to $292 million from $267 million at year-end 1996, reflecting the acquisition of Cooper-Avon offset by decreases in domestic receivable amounts resulting from the timing of receipts. Collection experience continues to be excellent and adequate allowances have been made for possible collection losses.

Total inventories at $192 million were up from $142 million at year- end 1996. Finished goods inventories contributed $43 million of the increase resulting from the acquisition and inventory builds required during negotiations of labor contracts which took place late in the year. Work in process inventories were $9 million higher and raw materials and supplies inventories were $2 million lower than 1996.

Investments in property, plant and equipment were $108 million in 1997 and are lower than the $194 million invested in 1996. The Company's capital expenditure commitments approximated $23 million at December 31, 1997. Capital expenditures in 1998 are anticipated to be higher than in 1997 but below 1996 levels. Funding for these expenditures will be available from operating cash flows with additional funding available, if needed, under the Company's existing commercial paper program, credit agreement and other informal lines of credit. Depreciation was $94 million in 1997, a 23 percent increase from $77 million in 1996, reflecting the significant capital expenditures in recent years.

Intangibles and other assets are up $44 million reflecting the value of certain trademarks and technology acquired with the purchase of Cooper-Avon, as well as amounts related to pension accounting.

Long-term debt at $206 million increased $136 million from year-end 1996 reflecting the March 1997 issuance of $200 million of 7-5/8 percent notes under the Company's Shelf Registration Statement, the retirement of the 9 percent senior notes and the payment of scheduled debt maturities. The new notes were issued to finance stock repurchases and the acquisition of Cooper-Avon. Long-term debt, as a percent of total capitalization, increased to 19.8 percent at December 31, 1997 from 8.1 percent one year earlier.

Noncurrent deferred income taxes increased to $74 million at December 31, 1997 from $53 million one year earlier, primarily reflecting the excess of tax depreciation over book depreciation.

The Company has been named in environmental matters asserting potential joint and several liability for past and future cleanup, state and Federal claims, site remediation, and attorney fees. The Company has determined that it has no material liability for these matters. In addition, the Company is a defendant in unrelated product liability actions in Federal and state courts throughout the United States in which plaintiffs assert monetary damages. From time to time, the Company is involved in litigation which may result in adverse judgements and/or cash settlements. While the outcome of litigation cannot be predicted with certainty, the Company believes the pending claims and lawsuits against it should not have a material adverse effect on its financial condition or the results of its operations.

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Stockholders' equity increased $47 million during 1997 reaching $834 million at year-end. The retention of earnings (net income less dividends paid) added $95 million to stockholders' equity, but was partially offset by $54 million relating to the repurchase of 2.7 million shares of the Company's stock. The adjustment to the minimum pension liability, recognition of the impact of cumulative foreign currency translation and exercise of stock options also contributed to the increase. Stockholders' equity per share was $10.58 at year-end 1997, an increase of 9 percent over $9.67 per share at year-end 1996.

Results of Operations

Customer demand for the Company's engineered rubber products was excellent. New and larger contracts with our customers continued to be achieved. Shipments of the Company's tires outpaced those of the industry and also benefited from inclusion of Cooper-Avon's operations during the last three quarters of the year. Net sales increased 12 percent in 1997 to a record of $1.8 billion. This followed an 8 percent increase in sales in 1996 which resulted primarily from growth in customer demand. These improvements were achieved in an environment of intense competitive pressure.

Gross margins, as a percent of net sales, were 17.3 percent in 1997 compared to 15.6 percent in 1996 and 16.8 percent in 1995. During 1997, capacity utilization was maintained at high levels and technology improvements yielded greater efficiencies. However, decreases in raw material costs continued to be offset by price concessions. Cooper-Avon operations did not contribute to gross margin improvement in 1997. In 1996, intense pricing pressure in the replacement tire industry contributed to gross margin erosion from 1995. Raw material costs moderated in 1996, following two years of significant increases, and offset some of the price concessions.

Increases in 1997 selling, general and administrative expenses were attributable to the inclusion of Cooper-Avon and expanded advertising programs. As a percent of net sales, these expenses were 5.8 percent in 1997 compared to 4.9 percent in 1996. Selling, general and administrative expenses in 1996 were higher than in 1995. However, as a percent of net sales, these expenses were lower than the 5 percent incurred in 1995.

Interest expense in 1997 was higher than in 1996 reflecting increased borrowings and lower amounts of capitalized interest. The increase in interest expense in 1996 from 1995 resulted from increased borrowing partially offset by capitalized interest.

The effective income tax rate of 37.2 percent in 1997 is comparable to 37.3 percent in 1996 and 1995.

The operations of Cooper-Avon contributed to net sales in 1997 but did not contribute to the Company's increase in income. Since the acquisition in March 1997, operations have been negatively impacted by the combined strength of the British pound and the lower than expected shipments in the Western European replacement tire market.

The Company adopted Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings per Share," during the fourth quarter of 1997. The Standard replaces the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Amounts presented in all years reflect the requirements of the new Standard. Earnings per share in 1997 were favorably impacted by the Company's repurchase of 5 million shares of its common stock since September 1996.

In June, 1997 the Financial Accounting Standards Board (FASB) issued SFAS No. 130, "Reporting Comprehensive Income," and SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information," which require the disclosure of total comprehensive income and change the method for determining and reporting business segment information.

(continued)

The Company's components of comprehensive income have historically been for the impact of pension accounting and foreign currency. The FASB's approach to determine business segments will cause the Company to report certain financial information at segment levels. These Standards are required to be adopted in 1998.
The Company has developed and initiated its plans to address the possible exposures related to the impact of the Year 2000 on its systems and computer equipment. Key financial information and operational systems have been assessed and detailed plans have been implemented to address modifications required by December 31, 1999. The Company expects these modifications to be completed and tested by that time. The financial impact of making the required changes will be comprised of internal costs, excluding the costs required to upgrade and replace systems and equipment in the normal course of business, and is not expected to be material to the Company's consolidated financial position or results of operations. The Company has also initiated communications with its significant suppliers to ensure they have appropriate plans to resolve Year 2000 issues where failure of their systems could adversely affect the Company's operations.

FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements involving uncertainty and risk. It is possible the Company's future financial performance may differ from expectations due to a variety of factors including but not limited to: changes in economic conditions in the world, increased competitive activity, technology advancements, fluctuations in raw material and energy prices, changes in foreign exchange rates, and other unanticipated events and conditions.
It is not possible to foresee or identify all such factors. Any forward-looking statements in this report are based on certain assumptions and analysis made by the Company in light of its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. Prospective investors are cautioned that any such statements are not a guarantee of future performance and actual results or developments may differ materially from those projected. The Company makes no commitment to update any forward-looking statement included herein, or to disclose any facts, events or circumstances that may affect the accuracy of any forward-looking statement.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Consolidated statements of financial position at December 31, 1997 and 1996 and consolidated statements of income, cash flows, and stockholders' equity for each of the three years in the period ended December 31, 1997, the independent auditor's report thereon, and the Company's unaudited quarterly financial data for the two-year period ended December 31, 1997 are presented on pages 19 through 38 of this Annual Report on Form 10-K and are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information concerning the Company's directors appears on pages 2 through 6 and 30 of the Company's Proxy Statement dated March 24, 1998 and is incorporated herein by reference. The names, ages, and all positions and offices held by all executive officers of the Company, as of the same date, are as follows:

Name	Age	Executive Office Held	Business Experience
Patrick W. Rooney	62	Chairman of the Board, President, Chief Executive Officer and Director	Principal Executive Officer and Chairman of the Board since 1994. President since 1991. Principal Operating Officer from 1991 to 1994. Director since 1990. Vice President from 1987 to 1991. President of Tire Operations from 1990 to 1994; previously Vice President-Sales from 1984 to 1987. Vice President of Cooper Brand Sales, Tire Operations from 1969 to 1984.
J. Alec Reinhardt	56	Executive Vice President and Director	Principal Financial Officer and Director since 1983. Executive Vice President since 1991. Vice President from 1982 to 1991. Secretary from 1977 to 1986. General Counsel from 1976 to 1983.
John Fahl	61	Vice President and Director	Vice President since 1978. President of Tire Operations since 1994. Director since 1992. Corporate Director of Purchasing from 1966 to 1978.
William C. Hattendorf	63	Vice President and Treasurer	Vice President since 1994. Treasurer since 1982. Assistant Treasurer and
Assistant			Secretary from 1977 to 1982. Corporate Tax and Insurance Manager from 1972 to 1977.
Keith L. Jolliff	55	Vice President	Vice President since 1995. Previously Director of Corporate Purchasing from 1994 to 1995. Manager of

(continued)

			Corporate Purchasing from 1973 to 1994. Assistant Purchasing Agent and Buyer from 1966 to 1973.
William S. Klein	60	Vice President	Vice President since 1984. Vice President-Tire Operations since 1975.
Roderick F. Millhof	58	Vice President	Vice President and President of Engineered Products Operations since January 15, 1998; formerly Vice President Sales/Marketing of Engineered Products Operations since 1988.
Richard D. Teeple	55	Vice President and General Counsel	Vice President since 1990. General Counsel since 1983. Assistant General Counsel from 1979 to 1983. Associate Counsel from 1977 to 1979.
Stan C. Kaiman	59	Secretary	Secretary since 1986.
Eileen B. White	47	Corporate Controller	Principal Accounting Officer and Corporate Controller since 1997. Previously Assistant Corporate Controller from 1994 to 1997. Manager of Financial Research and Compliance from 1986 to 1994.
Stephen O. Schroeder	47	Assistant Treasurer	Assistant Treasurer since 1994. Previously Manager, Cash and Employee Funds since 1984.

Each such officer shall hold such office until a successor is selected and qualified.

Item 11. EXECUTIVE COMPENSATION

Information regarding executive compensation appears on pages 6 through 12 and 21 through 27 of the Company's Proxy Statement dated March 24, 1998 and is incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information concerning the security ownership of certain beneficial owners and management of the Company's voting securities and equity securities appears on pages 28 through 30 of the Company's Proxy Statement dated March 24, 1998 and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

Part IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULE, AND REPORTS ON FORM 8-K

(a) 1. Financial Statements

The financial statements listed in the accompanying index to financial statements and financial statement schedules are filed as part of this Annual Report on Form 10-K.

2. Financial Statement Schedule

The financial statement schedule listed in the accompanying index to financial statements and financial statement schedules is filed as part of this Annual Report on Form 10-K.

3. Exhibits

The exhibits listed on the accompanying index to exhibits are filed as part of this Annual Report on Form 10-K.

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the last quarter of the fiscal year ended December 31, 1997.

INDEX TO FINANCIAL STATEMENTS, SCHEDULE AND EXHIBITS

EXHIBITS:

(3) Certificate of Incorporation and Bylaws
(i) Certificate of Incorporation, as restated and filed with the Secretary of State of Delaware on May 17, 1993, is incorporated herein by reference from Exhibit 3(i) of the Company's Form 10-Q for the quarter ended June 30, 1993

(ii) Bylaws, as amended May 5, 1987, are incorporated herein by reference from Exhibit 19 of the Company's Form 10-Q for the quarter ended June 30, 1987

(4) Rights agreement dated as of May 27, 1988 between the Company and KeyCorp Shareholder Services, Inc., as Rights Agent, is incorporated herein by reference from Exhibit 1 to the Company's Form 8-A dated June 3, 1988.

(10) Description of management contracts, compensatory plans, contracts, or arrangements is incorporated herein by reference from pages 6 through 12, 25 and 26 of the Company's Proxy Statement dated March 24, 1998.

The following related documents are incorporated by reference:
a) 1981 Incentive Stock Option Plan - Form S-8 Registration Statement No. 2-77400, Exhibit 15(a)
b) 1986 Incentive Stock Option Plan - Form S-8 Registration Statement No. 33-5483, Exhibit 4(a)
c) Thrift and Profit Sharing Plan - Form S-8 Registration Statement No. 2-58577, Post-Effective Amendment No. 6, Exhibit 4
d) 1991 Stock Option Plan for Non-Employee Directors - Form S-8 Registration Statement No. 33-47980 and Appendix to the Company's Proxy Statement dated March 26, 1991
e) 1996 Stock Option Plan - Form S-8 Registration Statement No. 333-09619 and Appendix to the Company's Proxy Statement dated March 26, 1996

(continued)

(12) Computation of Ratio of Earnings to Fixed Charges 41

(13) Annual report to security holders, Form 10-Q or quarterly report to security holders 42-48

(23) Consent of Independent Auditors 49

(24) Powers of Attorney 50-52

(27) Financial Data Schedule

(99) Undertakings of the Company 53-55

All other schedules have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedules, or because the information required is included in the financial statements or the notes thereto.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

COOPER TIRE & RUBBER COMPANY

/s/ Stan C. Kaiman

STAN C. KAIMAN,
Attorney-in-fact

Date: March 20, 1998

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
PATRICK W. ROONEY*	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	March 20, 1998
J. ALEC REINHARDT*	Executive Vice President and Director (Principal Financial Officer)	March 20, 1998
JOHN FAHL*	Vice President and Director	March 20, 1998
EILEEN B. WHITE*	Corporate Controller (Principal Accounting Officer)	March 20, 1998
ARTHUR H. ARONSON*	Director	March 20, 1998
EDSEL D. DUNFORD*	Director	March 20, 1998
DEBORAH M. FRETZ*	Director	March 20, 1998
DENNIS J. GORMLEY*	Director	March 20, 1998
JOHN F. MEIER*	Director	March 20, 1998
JOHN H. SHUEY*	Director	March 20, 1998

*By/s/ Stan C. Kaiman

STAN C. KAIMAN, Attorney-in-fact

CONSOLIDATED STATEMENTS OF INCOME
Years ended December 31
(Dollar amounts in thousands; per-share amounts in dollars)

	1997	1996	1995
Revenues:			
Net sales	$1,813,005	$1,619,345	$1,493,622
Other income	1,406	824	3,836
	1,814,411	1,620,169	1,497,458
Costs and expenses:			
Cost of products sold	1,498,432	1,366,549	1,242,895
Selling, general and administrative	105,532	79,874	73,796
Interest	15,655	1,654	697
	1,619,619	1,448,077	1,317,388
Income before income taxes	194,792	172,092	180,070
Provision for income taxes	72,381	64,208	67,250
Net income	$ 122,411	$ 107,884	$ 112,820
Basic and diluted earnings per share	$1.55	$1.30	$1.35

See Notes to Consolidated Financial Statements, pages 25 to 37.

CONSOLIDATED BALANCE SHEETS

(Dollar amounts in thousands; per-share amounts in dollars)

ASSETS	December 31 1997	1996
Current assets:		
Cash and cash equivalents	$ 52,910	$ 19,459
Accounts receivable, less allowances of $4,791 in 1997 and $3,700 in 1996	292,416	267,149
Inventories:		
Finished goods	130,339	87,105
Work in process	22,650	13,419
Raw materials and supplies	38,695	41,094
	191,684	141,618
Prepaid expenses and deferred income taxes	17,602	15,399
Total current assets	554,612	443,625
Property, plant and equipment:		
Land and land improvements	28,765	23,641
Buildings	272,308	265,118
Machinery and equipment	1,013,354	882,774
Molds, cores and rings	84,660	69,316
	1,399,087	1,240,849
Less accumulated depreciation and amortization	538,639	448,430
Net property, plant and equipment	860,448	792,419
Intangibles and other assets	80,896	36,965
	$1,495,956	$1,273,009

LIABILITIES AND STOCKHOLDERS' EQUITY	December 31 1997	 1996
Current liabilities:		
Notes payable	$ 10,820	$ 32,000
Accounts payable	100,135	81,571
Accrued liabilities	82,446	65,727
Income taxes	6,477	3,116
Current portion of debt	453	5,081
Total current liabilities	200,331	187,495
Long-term debt	205,525	69,489
Postretirement benefits other than pensions	144,566	139,070
Other long-term liabilities	38,351	37,575
Deferred income taxes	73,608	52,768
Stockholders' equity:		
Preferred stock, $1 per share par value; 5,000,000 shares authorized; none issued	-	-
Common stock, $1 per share par value; 300,000,000 shares authorized; 83,760,308 shares issued (83,672,372 in 1996)	83,760	83,672
Capital in excess of par value	3,101	2,027
Retained earnings	849,270	754,481
Cumulative currency translation adjustment	2,448	-
Minimum pension liability	(4,753)	(7,434)
	933,826	832,746
Less: 5,000,000 common shares in treasury at cost (2,305,500 in 1996)	(100,251)	(46,134)
Total stockholders' equity	833,575	786,612
	$1,495,956	$1,273,009

See Notes to Consolidated Financial Statements, pages 25 to 37.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Dollar amounts in thousands; per-share amounts in dollars)

	Common Stock $1 Par Value	Capital In Excess of Par Value	Retained Earnings	Cumulative Currency Translation Adjustment	Minimum Pension Liability	Common Shares in Treasury	Total
Balance at January 1, 1995	$83,634	$1,656	$582,137	$ -	$(5,350)	$ -	$662,077
Net income			112,820				112,820
Exercise of stock options	28	275					303
Cash dividends - $.27 per share			(22,584)				(22,584)
Minimum pension liability adjustment, net of income taxes					(3,817)		(3,817)
Balance at December 31, 1995	83,662	1,931	672,373	-	(9,167)	-	748,799
Net income			107,884				107,884
Purchase of treasury shares						(46,134)	(46,134)
Exercise of stock options	10	96					106
Cash dividends - $.31 per share			(25,776)				(25,776)
Minimum pension liability adjustment, net of income taxes					1,733		1,733
Balance at December 31, 1996	83,672	2,027	754,481	-	(7,434)	(46,134)	786,612

(continued)

Net income			122,411				122,411
Purchase of treasury shares						(54,117)	(54,117)
Exercise of stock options	88	1,074					1,162
Cash dividends - $.35 per share			(27,622)				(27,622)
Cumulative currency translation adjustment				2,448			2,448
Minimum pension liability adjustment, net of income taxes					2,681		2,681
	------	-----	-------	-----	------	-------	-------
Balance at December 31, 1997	$83,760	$3,101	$849,270	$2,448	$(4,753)	$(100,251)	$833,575
	======	=====	=======	=====	======	========	=======

See Notes to Consolidated Financial Statements, pages 25 to 37.

CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31
(Dollar amounts in thousands)

	1997	1996	1995
Operating activities:			
Net income	$122,411	$107,884	$112,820
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	94,464	76,820	63,313
Deferred income taxes	13,501	14,096	9,356
Changes in operating assets and liabilities:			
Accounts receivable	16,783	(10,100)	(35,812)
Inventories and prepaid expenses	(21,796)	(6,669)	(20,159)
Accounts payable and accrued liabilities	(3,973)	4,799	2,052
Postretirement benefits other than pensions	6,796	7,207	6,315
Other	(17,769)	(5,830)	3,051
Net cash provided by operating activities	210,417	188,207	140,936
Investing activities:			
Property, plant and equipment	(107,523)	(193,696)	(194,894)
Acquisition of business, net of cash acquired	(96,531)	-	-
Other	711	604	1,258
Net cash used in investing activities	(203,343)	(193,092)	(193,636)
Financing activities:			
Issuance of debt	386,000	162,000	-
Payment on debt	(280,292)	(89,039)	(5,117)
Purchase of treasury shares	(54,117)	(46,134)	-
Payment of dividends	(27,622)	(25,776)	(22,584)
Issuance of common shares	1,162	106	303
Net cash provided by (used in) financing activities	25,131	1,157	(27,398)
Effects of exchange rate changes on cash	1,246	-	-
Changes in cash and cash equivalents	33,451	(3,728)	(80,098)
Cash and cash equivalents at beginning of year	19,459	23,187	103,285
Cash and cash equivalents at end of year	$ 52,910	$ 19,459	$ 23,187

See Notes to Consolidated Financial Statements, pages 25 to 37.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollar amounts in thousands; per-share amounts in dollars)

SIGNIFICANT ACCOUNTING POLICIES

The Company employs accounting policies that are based on generally accepted accounting principles. The preparation of financial statements in conformity with these principles requires management to make estimates and assumptions that affect reported amounts of (1) revenues and expenses during the reporting period, and (2) assets and liabilities, as well as disclosure of contingent assets and liabilities, at the date of the financial statements. Actual results could differ from those estimates.

The following summary of significant accounting policies is presented for assistance in the evaluation and interpretation of the financial statements and supplementary data.

Consolidation - The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly- owned. All material intercompany accounts and transactions have been eliminated.

Cash and cash equivalents - The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. The carrying amount reported in the balance sheets for cash and cash equivalents approximates its fair value.

Inventories - Inventories are valued at cost, which is not in excess of market. Inventory costs have been determined by the last-in, first- out (LIFO) method for substantially all domestic inventories. Costs of other inventories have been determined principally by the first-in, first-out (FIFO) method.

Property, plant and equipment - Assets are recorded at cost and depreciated or amortized using the straight-line method over their expected useful lives. For income tax purposes accelerated depreciation methods and shorter lives are used.

Intangibles - Intangibles include trademarks, technology and intellectual property acquired from Avon Rubber p.l.c. These assets are being amortized over their useful lives which range from 15 years to 40 years.

Stock options - The Company accounts for employee stock options in accordance with Accounting Principles Board Opinion (APB) No. 25, "Accounting for Stock Issued to Employees." Additional disclosures required under Statement of Financial Accounting Standards (SFAS) No. 123, "Accounting for Stock-Based Compensation," are included in the Stock Options note.

Revenue recognition - Revenues are recognized when goods are shipped to customers in accordance with their purchase orders.

Warranties - Estimated costs for product warranties are charged to income at the time of sale.

Research and development - Costs are charged to expense as incurred and amounted to approximately $21,700, $19,700 and $16,000 in 1997, 1996 and 1995, respectively.

Earnings per share - During the fourth quarter of 1997 the Company adopted SFAS No. 128, "Earnings per Share." The Standard replaces the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Amounts presented in all years reflect the requirements of the new Standard.

Accounting pronouncements - In June 1997, the Financial Accounting Standards Board (FASB) issued SFAS No. 130, "Reporting Comprehensive Income," and SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," which require the disclosure of total comprehensive income and change the method for determining and reporting business segment information. The Company's components of comprehensive income have historically been for the impact of pension accounting and foreign currency. The FASB's approach to determine business segments will cause the Company to report certain financial information at segment levels. These Standards are required to be adopted for fiscal years beginning in 1998.

BUSINESS

The Company, a specialist in the rubber industry, manufactures and markets automobile, truck and motorcycle tires; inner tubes; vibration control systems; automotive sealing; hose and assemblies. Product shipments to original equipment vehicle manufacturers historically have approximated 15 to 20 percent of net sales.

The Company manufactures products in North America and the United Kingdom for the transportation industry. Shipments of domestically-produced products to customers outside the United States approximated eight, nine and eight percent of net sales in 1997, 1996 and 1995, respectively. Sales to one major customer approximated 12, 17 and 14 percent of net sales in 1997, 1996, and 1995, respectively.

ACQUISITION

On March 14, 1997 the Company, through a wholly-owned United Kingdom subsidiary, acquired the tire operations of Avon Rubber p.l.c. (Avon) of the United Kingdom. This purchase includes the land and manufacturing facility in Melksham, England; the shares of Avon Tyres Limited and shares of tire distribution companies in France, Germany and Switzerland; and other minor assets. In a separate transaction the Company acquired from Avon various trademarks and technology. The acquisitions have been accounted for as a purchase with allocations, subject to adjustment, as follows:

Working capital	$37,861
Property, plant and equipment	54,288
Intangibles and other assets	28,710
Debt	(13,867)
Other liabilities	(10,461)
	$96,531

The Company's consolidated financial results and financial position subsequent to the date of the acquisition reflect Avon operations. Had these acquisitions occurred as of the beginning of 1996, the pro forma results of operations giving effect to the acquisitions would not be materially different from the net sales, net income and earnings per share presented in the statements of income.

INVENTORIES

Under the LIFO method, inventories have been reduced by approximately $60,627 and $73,925 at December 31, 1997 and 1996, respectively, from current cost which would be reported under the first-in, first-out method. Approximately 85 percent and 99 percent of the Company's inventories have been valued under the LIFO method at December 31, 1997 and 1996, respectively.

(continued)

DEBT

Short-term debt at December 31, 1997 consisted of bank line borrowings primarily in European currencies at a weighted average interest rate of 5.6 percent. At December 31, 1996 short-term debt consisted of commercial paper borrowings and notes payable at a weighted average interest rate of 5.6 percent.

The Company's long-term debt at December 31 consisted of the following:

	1997	1996
7-5/8% notes due 2027	$200,000	$ -
Commercial paper notes with a weighted average interest rate of 5.6%	-	46,000
9% senior notes due 2001	-	22,727
Capitalized leases and other	5,978	5,843
	205,978	74,570
Less current maturities	453	5,081
	$205,525	$69,489

The Company has an agreement with four banks authorizing borrowings up to $150,000 on a long-term basis through October 31, 2002 and $100,000 on a short-term basis, with interest at varying rates. The credit facility provides for borrowings in foreign currencies and supports the issuance of commercial paper. The proceeds may be used for general corporate purposes. A commitment fee is payable quarterly and is based on the daily unused portion of the amount authorized. The agreement requires the maintenance of certain debt and fixed charge coverage ratios. The Company has other informal lines of credit available to meet domestic borrowing needs.

In March 1997 the Company issued $200,000 of 7-5/8 percent notes under a Registration Statement with the Securities and Exchange Commission. The notes, due March 15, 2027, provide for semiannual interest payments on March 15 and September 15 with principal due in full at maturity. Proceeds from the issuance were used for the repurchase of 5,000,000 shares of the Company's common stock and the acquisition of Avon Tyres Limited. Based on the borrowing rates available to the Company for instruments with similar terms and maturity at December 31, 1997, the fair value of the 7-5/8 percent notes was $223,417.

On October 2, 1997 the Company retired the 9 percent senior notes due in 2001.

Interest paid on debt during 1997, 1996 and 1995 was $12,983, $6,217 and $3,515, respectively. The amount of interest capitalized was $1,628, $4,315 and $2,694 during 1997, 1996 and 1995, respectively.

The required principal payments for long-term debt during the next five years are as follows: 1998 - $453; 1999 - $224; 2000 - $182; 2001 - none; 2002 - none.

ACCRUED LIABILITIES

Accrued liabilities at December 31, were as follows:

	1997	1996
Payroll	$40,311	$32,299
Other	42,135	33,428
	$82,446	$65,727

COMMON STOCK

There were 9,629,932 common shares reserved for the exercise of stock options and contributions to the Company's Thrift and Profit Sharing and Pre-Tax Savings plans at December 31, 1997.

PREFERRED STOCK PURCHASE RIGHT

Each stockholder is entitled to the right to purchase 1/100th of a newly-issued share of Series A preferred stock of the Company at an exercise price of $16.88. The rights will be exercisable only if a person or group acquires beneficial ownership of 20 percent or more of the Company's outstanding common stock, or commences a tender or exchange offer which upon consummation would result in such person or group beneficially owning 30 percent or more of the Company's outstanding common stock.

If any person becomes the beneficial owner of 25 percent or more of the Company's outstanding common stock, or if a holder of 20 percent or more of the Company's common stock engages in certain self-dealing transactions or a merger transaction in which the Company is the surviving corporation and its common stock remains outstanding, then each right not owned by such person or certain related parties will entitle its holder to purchase a number of shares of the Company's Series A preferred stock having a market value equal to twice the then current exercise price of the right. In addition, if the Company is involved in a merger or other business combination transaction with another person after which the Company's common stock does not remain outstanding, or if the Company sells 50 percent or more of its assets or earning power to another person, each right will entitle its holder to purchase a number of shares of common stock of such other person having a market value equal to twice the then current exercise price of the right.
The Company will generally be entitled to redeem the rights at one cent per right, or as adjusted to reflect stock splits or similar transactions, at any time until the tenth day following public announcement that a person or group has acquired 20 percent or more of the Company's common stock.

STOCK OPTIONS

The Company has elected to follow APB No. 25, "Accounting for Stock Issued to Employees," in accounting for employee stock options. Under APB No. 25 no compensation expense is recognized because the exercise price of the Company's employee stock options equals the market price of the underlying stock at the date of grant.

SFAS No. 123, "Accounting for Stock-Based Compensation," is effective for awards granted by the Company during fiscal years beginning after December 15, 1994. The Standard requires, if APB No. 25 is followed, disclosure of pro forma information regarding net income and earnings per share determined as if the Company accounted for its employee stock options under the fair value method. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions:

	1997	1996	1995
Risk-free interest rate	6.1%	6.6%	6.2%
Dividend yield	1.0%	1.0%	1.0%
Expected volatility of the Company's common stock	.197	.206	.203
Expected life	6.2 years	5.4 years	5.3 years

The weighted-average fair value of options granted in 1997, 1996 and 1995 was $7.52, $5.58 and $6.98, respectively. For purposes of pro forma disclosures, the estimated fair value of options is amortized to expense over the options' vesting period. During 1995, only grants awarded during the year are amortized. During 1996, amortization attributable to grants awarded in both 1995 and 1996 impacts pro forma results. During 1997, amortization attributable to grants awarded in 1997, 1996 and 1995 impacts pro forma results. The Company's reported and pro forma information follows:

		1997	1996	1995
Net income:	Reported	$122,411	$107,884	$112,820
	Pro forma	121,603	107,363	112,653
Basic and diluted earnings per share:				
	Reported	$1.55	$1.30	$1.35
	Pro forma	1.54	1.29	1.35

The Company's 1981, 1986 and 1996 incentive stock option plans provide for granting options to key employees to purchase common shares at prices not less than market at the date of grant. Options under these plans may have terms of up to ten years becoming exercisable in whole or in consecutive installments, cumulative or otherwise. The 1981 and 1986 plans were amended in 1988 to allow the granting of nonqualified stock options. Nonqualified stock options are not intended to qualify for the tax treatment applicable to incentive stock options under provisions of the Internal Revenue Code. The options granted under these plans which were outstanding at December 31, 1997 have a term of ten years and become exercisable 50 percent after the first year and 100 percent after the second year.

(continued)

STOCK OPTIONS (continued)

The Company's 1991 nonqualified stock option plan provides for granting options to directors, who are not current or former employees of the Company, to purchase common shares at prices not less than market at the date of grant. Options granted under this plan have a term of ten years and are exercisable in full beginning one year after the date of grant.

Summarized information for the plans follows:

	Number of Shares	Weighted Average Exercise Price	Price Range Per Share
January 1, 1995			
Outstanding	475,232	$18.15	$5.09 - $34.69
Exercisable	355,522	15.93	
Granted under 1986 plan	103,800	24.13	24.13
Granted under 1991 plan	3,153	24.25	24.25
Exercised	(27,900)	10.87	5.09 - 25.00
Cancelled	(13,110)	24.90	24.13 - 25.00
December 31, 1995			
Outstanding	541,175	19.54	5.09 - 34.69
Exercisable	397,822	17.85	
Granted under 1991 plan	1,703	24.31	24.31
Granted under 1996 plan	140,900	18.50	18.50
Exercised	(10,400)	10.23	5.09 - 15.19
Cancelled	(27,786)	19.57	5.09 - 34.69
December 31, 1996			
Outstanding	645,592	19.47	5.09 - 34.69
Exercisable	454,439	19.24	
Granted under 1991 plan	1,955	22.69	22.69
Granted under 1996 plan	229,000	24.50	24.50
Exercised	(87,936)	13.20	5.09 - 25.00
Cancelled	(32,264)	22.87	15.19 - 34.69
December 31, 1997			
Outstanding	756,347	21.59	5.09 - 34.69
Exercisable	460,992	20.58	

The weighted average remaining contractual life of options outstanding at December 31, 1997 is 7.1 years.

(continued)

Stock Options (continued)

SFAS No. 123 also requires segregated disclosure of options outstanding if a significant range of exercise prices exists. This information, at December 31, 1997, is as follows:

	Range of Exercise Prices	
	Less than $24	Equal to or greater than $24
Options outstanding	248,555	507,792
Weighted average exercise price	$15.53	$24.56
Remaining contractual life	5.9	7.7
Options exercisable	182,100	278,892
Weighted average exercise price	$14.40	$24.61

The status of options exercisable and available for grant for each plan is as follows:

	1981 Plan	1986 Plan	1991 Plan	1996 Plan
December 31, 1995				
Exercisable	22,424	367,012	8,386	
Available for grant	-	1,146,300	88,225	
December 31, 1996				
Exercisable	22,424	425,712	6,303	-
Available for grant	-	-	90,758	3,060,600
December 31, 1997				
Exercisable	6,800	384,650	5,492	64,050
Available for grant	-	-	90,317	2,841,500

</TABLE

EARNINGS PER SHARE

Basic earnings per share is based upon the weighted average number of shares outstanding which were 79,127,577 in 1997, 83,213,960 in 1996 and 83,645,864 in 1995. Diluted earnings per share includes the dilutive effect of employee stock options. The impact of employee stock options in the computation of diluted earnings per share did not result in amounts different from basic earnings per share.

PENSIONS

The Company has defined benefit plans covering substantially all employees. The domestic salary plan provides pension benefits based on an employee's years of service and average earnings for the five highest calendar years during the ten years immediately preceding retirement. The domestic hourly plans provide benefits of stated amounts for each year of service. The Company's general funding policy is to contribute amounts deductible for Federal income tax purposes.

Employees in the United Kingdom are covered by a contributory, defined benefit pension plan. Benefits are based on an employee's years of service and last three years of earnings. Employees may make contributions to the plan to increase their benefit. The Company's funding requirement is determined by statute.

Pension expense for 1997, 1996 and 1995 included the following components:

	1997	1996	1995
Service cost	$16,668	$13,811	$ 9,833
Interest cost	32,716	24,707	20,374
Actual return on plan assets	(70,573)	(44,559)	(54,268)
Net amortization and deferral	37,356	24,144	38,966
Net periodic pension cost	$16,167	$18,103	$14,905

Net periodic pension cost in 1997 includes $2,018 attributable to nine months of operations for the United Kingdom plan. The increases in service and interest costs in 1996 result from changes in certain demographic actuarial assumptions made at December 31, 1995.

(continued)

The plans' assets consist of cash, cash equivalents and marketable securities. The funded status of the Company's domestic and United Kingdom plans at December 31, 1997 and 1996 was as follows:

	December 31, 1997	
	Plans for Which	
Assets	Assets Exceed Accumulated Benefits	Accumulated Benefits Exceed Assets
Actuarial present value of benefit obligations:		
Vested benefit obligation	$263,848	$124,817
Accumulated benefit obligation	$267,971	$128,361
Projected benefit obligation	$382,367	$129,938
Plans' assets at fair value	405,668	109,032
Projected benefit obligation less than (in excess of) plan assets	23,301	(20,906)
Unrecognized transition amount	3,753	1,970
Unrecognized prior service cost	309	10,356
Unrecognized net loss	4,180	8,412
Adjustment for minimum liability	-	(19,910)
Pension asset (liability) recognized in the Balance Sheet	$ 31,543	$(20,078)

(continued)

	December 31, 1996	
	Plans for Which	
Assets	Assets Exceed Accumulated Benefits	Accumulated Benefits Exceed
Actuarial present value of benefit obligations:		
Vested benefit obligation	$147,256	$120,221
Accumulated benefit obligation	$150,416	$123,905
Projected benefit obligation	$218,512	$124,911
Plans' assets at fair value	225,077	95,195
Projected benefit obligation less than (in excess of) plan assets	6,565	(29,716)
Unrecognized transition amount	4,485	2,326
Unrecognized prior service cost	93	9,818
Unrecognized net loss	12,736	12,753
Adjustment for minimum liability	-	(24,709)
Pension asset (liability) recognized in the Balance Sheet	$ 23,879	$(29,528)

For domestic plans, the assumed rate of increase in future compensation levels was 5.5 percent and the assumed discount rate used in determining the actuarial present value of the projected benefit obligation was 7.5 percent at December 31, 1997 and 1996. The expected long-term rate of return on the plans' assets was 10 percent in 1997, 1996 and 1995.

For the United Kingdom plan, the assumed discount rate used was 7.5 percent, the assumed rate of increase in future compensation levels was 5.5 percent and the expected long-term rate of return on the plans' assets was 8.5 percent at December 31, 1997.

The information presented above includes an unfunded, nonqualified supplemental executive retirement plan covering certain employees whose participation in the qualified plan is limited by provisions of the Internal Revenue Code.

The Company sponsors several defined contribution plans for its domestic employees. Substantially all domestic employees are eligible to participate upon attaining minimum continuous service requirements. Participation is voluntary and participants' contributions are based on their compensation. The Company matches certain plan participants' contributions up to various limits. Company contributions are based on the lesser of (a) participants' contributions up to a specified percent of each participant's compensation, less any forfeitures, or (b) an amount equal to 15 percent of the Company's pre-tax earnings in excess of ten percent of stockholders' equity at the beginning of the year. Expense for these plans was $9,334, $8,331, and $8,489 for 1997, 1996 and 1995, respectively.

POSTRETIREMENT BENEFITS OTHER THAN PENSIONS

The Company currently provides certain health care and life insurance benefits for its active and retired domestic employees. If the Company does not terminate such benefits, or modify coverage or eligibility requirements, substantially all of the Company's domestic employees may become eligible for these benefits upon retirement if they meet certain age and service requirements. The Company has reserved the right to modify or terminate such benefits at any time, subject to applicable terms and conditions contained in union agreements for non-salary participants. In recent years benefit changes have been implemented throughout the Company.

The Company continues to fund these benefit costs as claims are incurred. Postretirement benefits expense for 1997, 1996 and 1995 included the following components:

	1997	1996	1995
Service cost	$ 3,465	$ 3,254	$ 2,607
Interest cost	11,468	10,674	9,810
Amortization	-	-	(333)
	$14,933	$13,928	$12,084

The status of the Company's plans at December 31, 1997 and 1996 was as follows:

	1997	1996
Accumulated postretirement benefits obligation (APBO):		
Retirees	$ 80,812	$ 78,378
Fully eligible active plan participants	25,074	26,413
Other active plan participants	47,251	39,143
	153,137	143,934
Deferred gain	429	2,836
Postretirement benefits liability	$153,566	$146,770

These amounts are included in the accompanying balance sheet captions:

	1997	1996
Accrued liabilities	$ 9,000	$ 7,700
Postretirement benefits other than pensions	144,566	139,070
	$153,566	$146,770

The discount rate used in determining the APBO was 8 percent in 1997 and 1996. At December 31, 1997, the assumed average annual rate of increase in the cost of health care benefits (health care cost trend rate) was 8.5 percent for 1998 declining by 1/2 percent per year through 2004 when the ultimate rate of 5.5 percent is attained. This trend rate assumption has a significant effect on the amounts reported above. A 1
(continued)

percent increase in the health care cost trend rate would increase the APBO by $3,658 and the net periodic expense by $405 for the year.

The Company has a Voluntary Employees' Beneficiary Trust and Welfare Benefits Plan (VEBA) to fund health benefits for eligible active and retired domestic employees. The pre-funded amount was $13,400 in 1997 and $11,400 in 1996.

INCOME TAXES

The provision for income taxes consists of the following:

	1997	1996	1995
Current:			
Federal and foreign	$52,570	$44,250	$51,141
State and local	6,310	5,862	6,753
	58,880	50,112	57,894
Deferred:			
Federal and foreign	11,738	12,096	8,062
State and local	1,763	2,000	1,294
	13,501	14,096	9,356
	$72,381	$64,208	$67,250

The effective income tax rate differs from the statutory Federal tax rate as follows:

	1997	1996	1995
Statutory Federal tax rate	35.0%	35.0%	35.0%
State and local income taxes, net of Federal income tax benefit	2.7	3.0	2.9
Other	(0.5)	(0.7)	(0.6)
Effective income tax rate	37.2%	37.3%	37.3%

Payments for income taxes in 1997, 1996 and 1995 were $55,610, $57,884 and $53,110, respectively.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets at December 31, 1997 and 1996 are as follows:

	1997	1996
Deferred tax liabilities:		
Property, plant and equipment	$107,424	$ 87,327
Other	35,434	28,647
Total deferred tax liabilities	142,858	115,974

(continued)

INCOME TAXES (continued)

	1997	1996
Deferred tax assets:		
Postretirement benefits other than pensions	53,957	50,661
Other	26,833	24,175
Total deferred tax assets	80,790	74,836
Net deferred tax liabilities	$ 62,068	$ 41,138

These amounts are included in the accompanying balance sheet captions:

	1997	1996
Prepaid expenses and deferred income taxes	$11,540	$11,630
Deferred income taxes	73,608	52,768
Net deferred tax liabilities	$62,068	$41,138

LEASE COMMITMENTS

The Company rents certain manufacturing facilities and equipment under long-term leases expiring at various dates. Rental expense for operating leases was $11,079 for 1997, $7,242 for 1996 and $6,696 for 1995.

Future minimum payments for all noncancelable operating leases during the next five years are as follows: 1998 - $5,069; 1999 - $3,722; 2000 - $2,485; 2001 - $1,867; 2002 - $1,350.

REPORT OF INDEPENDENT AUDITORS

The Board of Directors
Cooper Tire & Rubber Company

We have audited the accompanying consolidated balance sheets of Cooper Tire & Rubber Company as of December 31, 1997 and 1996, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 1997. Our audits also included the financial statement schedule listed in the index at item 14(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Cooper Tire & Rubber Company at December 31, 1997 and 1996, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 1997, in conformity with generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/Ernst & Young LLP

ERNST & YOUNG LLP

Toledo, Ohio
February 10, 1998

QUARTERLY FINANCIAL DATA
(UNAUDITED)

(All dollar amounts in thousands except per share figures)

	Net Sales	Gross Margin	Net Income	Earnings Per Share	Dividend Per Share	Stock Price High	Stock Price Low
1997							
Fourth	$488,908	$86,474	$34,631	$.44	$.095	$28 7/16	$20 13/16
Third	480,572	80,095	31,124	.40	.085	27	21 13/16
Second	463,993	84,385	31,506	.40	.085	23 1/2	18
First	379,532	63,619	25,150	.31	.085	21 5/8	18 1/4
1996							
Fourth	$416,277	$71,704	$32,700	$.40	$.085	$21 7/8	$18 3/4
Third	423,172	64,095	26,913	.32	.075	22 3/8	18
Second	398,858	60,292	25,162	.30	.075	26 5/8	21 7/8
First	381,038	56,705	23,109	.28	.075	27 1/4	22 3/4

Earnings per share amounts are basic and diluted as computed under the requirements of Statement of Financial Accounting Standards No. 128, "Earnings per Share."

COOPER TIRE & RUBBER COMPANY

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

Years ended December 31, 1997, 1996 and 1995

Year	Balance at Beginning of Year	Additions: Charged To Income	Additions: Business Acquisition	Deductions (a)	Balance at End of Year
Allowance for doubtful accounts:					
1997	$3,700,000	$ 853,559	$1,835,000	$1,597,559	$4,791,000
1996	$3,600,000	$1,050,960	-	$ 950,960	$3,700,000
1995	$3,600,000	$ 375,705	-	$ 375,705	$3,600,000

(a) Accounts charged off during the year, net of recoveries of accounts previously charged off.

Exhibit (12)

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Dollar amounts in thousands)

	Years Ended December 31				
	1997	1996	1995	1994	1993
Consolidated income before income taxes	$194,792	$172,092	$180,070	$208,119	$164,250
Add:					
Interest and amortization of debt expense	15,655	1,654	697	2,680	2,351
Interest portion of rental expense	3,693	2,414	2,232	2,078	1,787
Income as adjusted	$214,140	$176,160	$182,999	$212,877	$168,388
Fixed charges:					
Interest and amortization of debt expense	$15,655	$ 1,654	$ 697	$ 2,680	$ 2,351
Capitalized interest	1,628	4,315	2,694	1,170	2,297
Interest portion of rental expense	3,693	2,414	2,232	2,078	1,787
Total fixed charges	$20,976	$ 8,383	$ 5,623	$ 5,928	$ 6,435
Ratio of earnings to fixed charges	10.2	21.0	32.5	35.9	26.2

Exhibit (13)
OPERATIONS REVIEW AND PRODUCT OVERVIEW

OPERATIONS REVIEW

Tire Products

INDUSTRY OVERVIEW

The Company shipped a record number of tires in 1997, continuing to outpace the overall industry in replacement tire shipments.

In the U.S. replacement market, tire shipments increased 2.9 percent, rising almost 6.3 million units from the 1996 total of 214.4 million units. Cooper's increase in unit sales contributed a substantial share of the industry increase. The strong overall U. S. economy was a significant factor in allowing the tire industry to record a better than average increase for the year.

By product category, industry replacement passenger tire shipments increased 2.4 percent; light truck replacement tire shipments posted an increase of 5.2 percent; and medium truck tire shipments recorded a strong increase of 6.5 percent. Inner tube shipments continued to decline resulting in a 3.1 percent decrease from 1996 totals.

According to a trade publication, capacity in the industry increased by almost two percent from 1996 to 1997 and contributed to the intense competitive environment in the retail tire market.

Consumer preference for larger wheel diameters continued in 1997 with 32 percent of the performance tire sales being 16-inches or greater, compared to just 23 percent during 1996. Performance tires overall continued their steady increase as a percent of total replacement tire market--showing an even greater increase in the original equipment market.

The expertise and customer service provided by independent dealers continues to benefit today's tire consumer. According to a leading industry magazine, Modern Tire Dealer, independent tire dealers as a distribution channel, represented 71 percent of all passenger tires sold in 1997. With the Company distributing its Cooper, Mastercraft, Starfire and Roadmaster house brand tires primarily through independent tire dealers, this growing trend has a positive implication for the Company's domestic sales growth. The newly-acquired Avon brand also is sold primarily through the independent dealer channel both in the U.S. and abroad.

PRODUCTS

With the acquisition of Avon Tyres Limited, Cooper's assortment of products grew to include several new categories including motorcycle tires, racing tires and remould materials. During the year, several new product lines were introduced and additional sizes were made available for one of the most popular broadline offerings.

The new Cooper CXMT 320 was added during 1997 to fit a niche for local delivery and trailer service applications. With low profile sizing and a premium 16/32-inch tread depth, this commercial-size, all- steel radial tire rounds out the overall offering from Cooper in the medium truck tire category.

Promoted as the "ultimate sports/touring tire," the Avon Azaro radial front/rear motorcycle tire was introduced featuring Cooper-Avon's patented variable belt density (VBD). The tire provides outstanding mileage, consistent cornering and good handling even as the tire wears. Cooper-Avon Tyres Limited is the world's fifth largest motorcycle tire manufacturer.

The popular Cooper Lifeliner Classic II passenger tire line was expanded to include eight new 75 series sizes including an extra load size for full-size vans and pickup trucks.

In early 1998 Cooper introduced a new light truck radial, the Cooper SRM II Radial LT with special sizes available for the international market. This replacement for the popular rib light truck line should prove to be a good seller worldwide.

(continued)

FACILITIES

Cooper has an ongoing commitment to modernization at all its manufacturing facilities. In fact, during the past 10 years, more than $1 billion has been spent in capital improvement projects. Increasing production capacity, implementing the latest technology to upgrade product quality and lowering production costs are at the heart of Cooper's improvement projects.

When Cooper acquired the Melksham, England, manufacturing operation in early 1997, a needs assessment of the facility began immediately in order to maximize the investment. During the year an aggressive plan was put into place for additional equipment as well as upgrades to existing equipment in order to increase output. Through the diligent efforts of the talented Melksham and Findlay teams, the initial phase of the modernization will be completed in early 1998 and should benefit Cooper's long-term European sales plans.

In the United States, all four tire plants were involved in a program designed to improve tire uniformity. The "Operational Excellence" process improvement program uses a statistical-based approach to ensure predictability of each manufacturing process. This program helps tremendously in eliminating process variations and ultimately helps all products achieve a consistent uniformity that meets or exceeds customer expectations.

All of Cooper's tire plants in the U.S. this year will be linked with a computerized maintenance system which helps keep equipment running at maximum efficiency. Cooper uses a systematic approach to facility improvement, generally selecting a lead plant to install any new process or equipment, then perfecting the process before it is transferred to the remaining plants. The new computerized maintenance system is an example of this successful approach.

Late in 1997 two projects were announced which will significantly strengthen Cooper's testing, research and engineering efforts for decades to come. In December construction began on an expansion to the research and engineering facility located in Findlay. The 73,500- square-foot addition will provide an optimum environment for creativity and collaboration using fiber optic technology to enhance communication from initial design to final production of the tire.

Also in 1997 plans were finalized for the Company to construct a tire testing facility in southern Texas. By the end of 1998, this 1,000-acre site near San Antonio will contain a one-mile road course, a 2 1/2 mile oval course and a vehicle dynamics wet testing area. Cooper's speed-to-market with new products will be greatly enhanced with this control of future tire testing projects.

A new graphic arts facility in Findlay will be completed in 1998. This 12,000-square-foot structure will consolidate the production and distribution of the Company's printed materials. The new facility will save Cooper considerable time and expense in the production of printed forms, advertising materials and other promotional materials necessary to help market all Cooper products.

TECHNOLOGY

Over the years Cooper engineers and technicians have continually monitored advancements in computer technology to help keep products at the highest quality level and to maximize efficiency. New product development is critical in maintaining a competitive edge in the tire marketplace. Cooper's entire product development program is computer- driven in order to reduce time for the development process and provide the best quality in the designs.

The Company's CAD process allows engineers to create tire designs and predict the performance of that specific design - on screen - before any further development takes place. Through a rapid prototyping system, Cooper can provide its private-brand customers with a three dimensional, plastic model of the tire for quick evaluation regarding appearance issues. Linked with the new mold design facility in Findlay, the CAD

(continued)

system can quickly produce mold drawings and, ultimately, a prototype tire in days when just several years ago, it took weeks and months to provide the first sample tire for a new product line.
Cooper's entire technology process is fast-moving and cutting-edge and employees are proud of their efforts in providing new quality products to customers around the world.

MARKETING

National awareness increased dramatically for Cooper in 1997 with the addition of Arnold Palmer as the company spokesman and the significant increase in advertising media expenditures for the year. Between March and September, the Palmer-Cooper association was highlighted on cable stations nationally by rotating two memorable 30-second commercials on popular cable TV programs. Cooper's associate sponsorship of the network televised PGA event, the Bay Hill Invitational, also contributed to the increase in recognition for the Cooper brand.
Cooper dealers were provided a wide assortment of Arnold Palmer materials to promote the association in their local markets including television and radio commercials, in-store display materials, billboard paper and even a counter card which promoted the use of the PSA (prostate specific antigen) test and its benefits in providing early warning for prostate cancer. In early 1997 Arnold Palmer underwent surgery for prostate cancer and attributes the PSA as an important element in helping him detect the disease early.
In mid-year, Cooper announced the renaming of the Melksham operation to Cooper-Avon Tyres Limited. Reflecting Cooper-Avon's image as a premium performance tire manufacturer, a distinctive red and blue logo was introduced. Subsidiaries in France, Germany and Switzerland became known as Cooper-Avon Pneumatiques SARL, Cooper-Avon Reifen (Deutschland) Gmbh and Cooper-Avon Suisse SA, respectively. Avon Technical Services is now Cooper-Avon International Development Limited.
Cooper was honored by private-brand customer Sears and received high marks from its independent dealers during the year. In March 1997 Cooper was presented with the Sears Partners in Progress Award from a pool of more than 10,000 vendors vying for the recognition. Cooper also received the Source Award as the top supplier in the automotive division and the Chairman's Award for innovation.
Later in the year, Cooper and Mastercraft brands were ranked at the top of a national survey of tire dealers conducted by the industry magazine Tire Review. Of the 47 brands mentioned by dealers, Mastercraft ranked first and Cooper second. Of the "major" brands, dealers ranked Cooper at the top.
Cooper continues to be a respected manufacturer in the tire industry with the unmatched ability to provide excellence in customer service, top quality products and competitive pricing.

GLOSSARY OF TERMS

REMOULD MATERIALS - Rubber materials produced for the retreading or remoulding of tires. Cooper-Avon is the largest supplier of these rubber materials in the United Kingdom.

VARIABLE BELT DENSITY (VBD) - The process in building motorcycle tires by which a continuous belt of aramid fibers is wound onto the tire with the plies applied closer together in the center of the tire and further apart at the shoulder. Exclusive to Cooper-Avon's motorcycle tire production, this process enhances the wear and stability of the tire.

(continued)

LOW PROFILE SIZING - In simplest terms, a tire having short sidewalls and wide tread. On a low profile truck tire, the sidewall height is 80 percent or less of the tire width.

CAD - Computer-aided design software used by Cooper's mold and product design groups to design tire molds in three-dimensional models.

ENGINEERED PRODUCTS

INDUSTRY OVERVIEW

During 1997 North American light vehicle production increased 3.4 percent over the previous year. Passenger car sales continued to decline while light truck sales increased moderately. As in past years, the Company continues to experience high demand for its engineered products. Automotive industry analysts are predicting a slight downturn for 1998 in total North American vehicle production while Cooper anticipates continued growth for products produced by the Company. Sales of Cooper original equipment engineered rubber products per vehicle produced have steadily increased in the past decades as OEM manufacturers continue to recognize and take advantage of Cooper's expertise in the engineered products field.

PRODUCTS AND TECHNOLOGY

The Company continues to strengthen its position as a partner with the automakers in vehicle design and system problem solving. Original equipment manufacturers are increasingly more dependent on Cooper to be integrally involved in the up-front design work on components for vehicles of the future. The ongoing investments in improvements for equipment and technology make the Company well-prepared for this challenge.

Benchmarking studies increased during 1997 in automotive product lines. Cooper assessed a variety of world-class vehicles in customer-designated categories to determine key performance characteristics such as ride evaluation, pressure mapping, noise measurement and physical properties evaluation. These efforts have allowed Cooper to provide valuable performance data to customers which will result in better products for consumers.

Research and development continues in active noise and vibration control products with outstanding prototype performance models demonstrated to potential customers this past year. Production tooling using injection molding also began for a new spring design for a Tier-One supplier to heavy truck manufacturers.

The initial version of Computer Controlled Adjustable Mounts (CCAM) was completed in 1997. This advanced technology allows the ride characteristics of mounts to be changed--through computer adjustment-- without removing the mount from the vehicle, resulting in a much quicker development cycle. In an effort to significantly reduce cost and weight for vehicles, engineering is nearing completion for extruded aluminum roll restrictors to replace cast-iron designs.

Development was completed on a unique hydraulic cradle mount design which allows varying damping effects in fore and aft directions versus lateral directions as well as a heavy-duty hydrobushing for large sports utility vehicles. The Company also completed development and began production tooling for multiple vibration control parts for the GMT800 pickup truck program.

At the design center near Detroit, a new modeling system was installed to produce solid models directly from CAD data. This innovative system allows Cooper engineers to evaluate design concepts before creating a production tool sample, a savings in both time and money.

(continued)

FACILITIES

Cooper is committed to continuous improvement and growth to meet the worldwide demand for its products. Completion is expected in 1998 of a 76,000-square-foot engineering technical center in Auburn. This new facility will help provide an even higher level of engineering excellence for customers and the entire engineered products operation.

The Bowling Green sealing plant was expanded during 1997 to include an additional 30,000 square feet of warehouse and manufacturing space. This expansion allows for increased production for new business contracts in the sealing product lines.

At the El Dorado vibration control manufacturing facility, a new, precision, high-output banbury rubber mixer was installed this past year along with additional equipment to meet increased business activities.

The Mount Sterling and Piedras Negras facilities received QS-9000 certifications in 1997. All six of Cooper's engineered products manufacturing locations now have achieved this status and continue to regularly pass all QS-9000 audits.

MARKETING

Today's automotive manufacturers require suppliers to quickly provide parts everywhere vehicles are being manufactured. Cooper's first involvement in this world-car manufacturing concept was the Ford CDN 27 (Contour, Mystique and Mondeo) which was designed in Europe, tested in Michigan and Germany and built in Missouri, Mexico, England and Belgium. In order to be competitive in this "follow-me" sourcing environment, Cooper employees must work side-by-side with customer engineers and other suppliers from around the world to develop parts to fit the manufacturer's requirements. Cooper is actively seeking opportunities for technical agreements and joint-ventures with other companies to strengthen its position in this global process.

Cooper engineered products appeared on every one of the top ten best selling vehicles in the United States again in 1997. The Company currently manufactures more than 1,800 types of parts which are sold directly to the automotive manufacturers or other Tier-One suppliers. As technology moves toward modularity--more assemblies of products rather than single product lines--Cooper is in a position to modify production to take advantage of this trend.

The Company's Auburn plant was recognized with several quality awards in 1997 including the Gold Pentastar from Chrysler and the Certified Supplier Award from Eaton Yale Suspension Division. Mount Sterling received the Q1 award from Ford Motor Company as well as the Gold Pentastar from Chrysler. Piedras Negras also received the Gold Pentastar from Chrysler.

The Company is determined to stay competitive in today's automotive market with a commitment to investments in technology, facilities and people for greater business opportunities in the future. By producing high-quality products through innovative technology, it is the goal of Cooper to continue to grow as a world-class manufacturer of engineered products.

GLOSSARY OF TERMS

BENCHMARKING - Used to evaluate products or processes from various sources in order to determine what the state of the art is, or to compare a product to others available in the marketplace.

DAMPING - A material's ability to absorb energy to reduce vibration.

TIER-ONE - Manufacturers who supply parts or components directly to vehicle manufacturers. Companies at the Tier-Two level provide parts or materials to Tier-One suppliers.

QS-9000 - Rating program for automotive suppliers that certifies all quality procedures are fully documented and strictly followed.

(continued)

1997 TOP TEN SELLING VEHICLES

Cooper has supplied parts for every vehicle on the 1997 top ten selling vehicles list as either a Tier-One or Tier-Two supplier.

1. FORD F-SERIES PICKUP
2. CHEVROLET C/K PICKUP
3. TOYOTA CAMRY
4. HONDA ACCORD
5. FORD EXPLORER
6. FORD TAURUS
7. DODGE RAM PICKUP
8. HONDA CIVIC
9. CHEVROLET CAVALIER
10. FORD RANGER

Through a new program called Cooper Development Strategy (CDS), Cooper's engineered products operation has enhanced its management of the product development process. CDS helps Cooper engineers track the design, development, validation and manufacturing of Cooper's products while working to exceed customer expectations. Through CDS, everyone on the Cooper team is able to understand how his or her actions affect the overall product development cycle and what can be done to improve upon it.

In early 1997 the engineered products sales, engineering and design force was consolidated into one major facility in Farmington Hills, Michigan, a suburb of Detroit. The 35,000-square-foot facility houses the body seal, hose and vibration control products sales groups as well as an expanded engineering and design center for body sealing and hose. The facility enables the Company to provide more services to all of its engineered products customers.

PRODUCT OVERVIEW

TIRE PRODUCTS

Cooper sells replacement tires and tubes to consumers through a network of independent dealers, large wholesale distributors, mass merchandisers and large retail chains.

Radial passenger lines incorporate modern designs, competitive UTQG ratings and performance characteristics which meet the demands of today's driver.

Light trucks and SUVs accounted for five of the top ten best selling vehicles in 1997. Cooper's line-up meets the demand for style, durability and performance in this growing market.

In the medium truck tire line, Cooper offers state-of-the-art radials along with conventional bias ply designs to meet the needs of tractor- trailer rigs, buses, and other commercial vehicles.

Cooper supplies inner tubes in both radial and bias constructions for passenger, light truck, medium truck and special applications.

Avon brand motorcycle tires are produced for sport and touring bikes and are highly respected worldwide by riders for their quality and performance.

ENGINEERED PRODUCTS

The Company supplies engineered rubber products to virtually every automobile manufacturer in the United States and Canada, either directly or through other Tier-One suppliers.

Vibration control systems help minimize vehicle vibrations. Cooper produces mounts, bushings, isolators and torsional springs to help reduce vehicle noise and increase passenger comfort.

Automotive sealing products help seal the vehicle from outside elements. Cooper manufactures rubber seals around vehicle doors, trunk and hood and window channels.

Hoses and assemblies are required to transport fluids, fuels and gases. Cooper's products include hoses in a variety of shapes, sizes, diameters, lengths, rubber compounds and constructions.

Exhibit (23)

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statements of Cooper Tire & Rubber Company listed below, and in the Prospectus related to the Form S-3, of our report dated February 10, 1998 with respect to the consolidated financial statements and schedule of Cooper Tire & Rubber Company included in this Annual Report (Form 10- K) for the year ended December 31, 1997:

Form S-3	No. 33-44159	$200,000,000 aggregate principal amount of the Company's Debt Securities
Form S-8	No. 2-58577	Thrift and Profit Sharing Plan
	No. 2-77400	1981 Incentive Stock Option Plan
	No. 33-5483	1986 Incentive Stock Option Plan
	No. 33-35071	Texarkana Pre-Tax Savings Plan
	No. 33-47979	Pre-Tax Savings Plan at the Auburn Plant
	No. 33-47980	1991 Stock Option Plan for Non-Employee Directors
	No. 33-47981	Pre-Tax Savings Plan at the Findlay Plant
	No. 33-47982	Pre-Tax Savings Plan at the El Dorado Plant
	No. 33-52499	Pre-Tax Savings Plan (Bowling Green - Hose)
	No. 33-52505	Pre-Tax Savings Plan (Bowling Green - Sealing)
	No. 333-09619	1996 Stock Option Plan

/s/ Ernst & Young LLP

ERNST & YOUNG LLP

Toledo, Ohio
March 20, 1998

Exhibit (24)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in the capacities indicated, do hereby constitute and appoint Patrick W. Rooney, or J. Alec Reinhardt, or John Fahl, or Stan C. Kaiman as their attorney with full power of substitution and resubstitution for and in their name, place and stead, to sign and file with the Securities and Exchange Commission an Annual Report on Form 10-K, as amended, together with any and all amendments and exhibits thereto and any and all applications, instruments or documents to be filed with the Securities and Exchange Commission pertaining to the filing of such report, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary to be done in the premises, hereby ratifying and approving the acts of said attorney or any such substitute.

Executed at Findlay, Ohio this 10th day of February, 1998.

/s/ Arthur H. Aronson

Arthur H. Aronson, Director

/s/ Edsel D. Dunford

Edsel D. Dunford, Director

/s/ John Fahl

John Fahl, Director

/s/ Deborah M. Fretz

Deborah M. Fretz, Director

/s/ Dennis J. Gormley

Dennis J. Gormley, Director

/s/ Stan C. Kaiman

Stan C. Kaiman, Secretary

/s/ John F. Meier, Director

John F. Meier, Director

/s/ J. Alec Reinhardt

J. Alec Reinhardt, Executive Vice President, Principal Financial Officer, and Director

/s/ Patrick W. Rooney

Patrick W. Rooney, Chairman of the Board, President, Principal Executive Officer, and Director

/s/ John H. Shuey

John H. Shuey, Director

/s/ Eileen B. White

Eileen B. White, Principal Accounting Officer and Corporate Controller

(continued)

STATE OF OHIO)
)ss.
COUNTY OF HANCOCK)

On this 10th day of February, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared Arthur H. Aronson, Edsel D. Dunford, John Fahl, Deborah M. Fretz, Dennis J. Gormley, Stan C. Kaiman, John F. Meier, J. Alec Reinhardt, Patrick W. Rooney, John H. Shuey, and Eileen B. White, known to me to be the persons whose names are subscribed in the within instrument and who acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

/s/ Phyllis C. Hall

Phyllis C. Hall, Notary Public
State of Ohio
My commission expires October 6, 2000

(SEAL)

Exhibit (24)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby, for and on behalf of Cooper Tire & Rubber Company in accordance with the certain resolution of the Board of Directors adopted February 10, 1998, constitute and appoint Patrick W. Rooney, or J. Alec Reinhardt, or John Fahl, or Stan C. Kaiman, as its attorney with full power of substitution and resubstitution for and in its name, place and stead, to sign and file with the Securities and Exchange Commission an Annual Report on Form 10-K pursuant to the Securities Act of 1934, as amended, together with any and all amendments and exhibits thereto, and all applications, instruments or documents to be filed with the Securities and Exchange Commission pertaining to the filing of such report, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary to be done in the premises, hereby ratifying and approving the acts of said attorney or any such substitute.

Executed at Findlay, Ohio this 10th day of February, 1998.

ATTEST:	*COOPER TIRE & RUBBER COMPANY*
/s/ Stan C. Kaiman	*/s/ Patrick W. Rooney*

Stan C. Kaiman *Secretary*	*Patrick W. Rooney* *Chairman of the Board,* *President, and Chief* *Executive Officer*

STATE OF OHIO)
)ss.
COUNTY OF HANCOCK)

On this 10th day of February, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared Patrick W. Rooney and Stan C. Kaiman, known to me to be the persons whose names are subscribed in the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

/s/ Phyllis C. Hall

Phyllis C. Hall, Notary Public
State of Ohio
My commission expires October 6, 2000

(SEAL)

Exhibit (99)
COOPER TIRE & RUBBER COMPANY
UNDERTAKINGS OF THE COMPANY
FOR FISCAL YEAR ENDED DECEMBER 31, 1997

1. Undertakings.
a. The undersigned registrant hereby undertakes:
1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933; ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement
(or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.
2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

b. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section
13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

f. Employee plans on Form S-8.
1. The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each employee to whom the prospectus is sent or given, a copy of the registrant's annual report to stockholders for its last fiscal year, unless such employee otherwise has received a copy of such report, in which case the registrant shall state in the prospectus that it will promptly furnish, without charge, a copy of such report on written request of the employee. If the last fiscal year of the registrant has ended within 120 days prior to the use of the prospectus, the annual report of the registrant for the preceding fiscal year may be so delivered, but within such 120 day period the (continued)

annual report for the last fiscal year will be furnished to each such employee.
2. The undersigned registrant hereby undertakes to transmit or cause to be transmitted to all employees participating in the plan who do not otherwise receive such material as stockholders of the registrant, at the time and in the manner such material is sent to its stockholders, copies of all reports, proxy statements and other communications distributed to its stockholders generally.
3. Where interests in a plan are registered herewith, the undersigned registrant and plan hereby undertake to transmit or cause to be transmitted promptly, without charge, to any participant in the plan who makes a written request, a copy of the then latest annual report of the plan filed pursuant to section 15(d) of the Securities Exchange Act of 1934 (Form 11-K). If such report is filed separately on Form 11- K, such form shall be delivered upon written request. If such report is filed as a part of the registrant's annual report on Form 10-K, that entire report (excluding exhibits) shall be delivered upon written request. If such report is filed as a part of the registrant's annual report to stockholders delivered pursuant to paragraph (1) or (2) of this undertaking, additional delivery shall not be required.
h. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

2. Indemnification of Directors and Officers. Article VII of the Bylaws of the registrant and Section 145 of the Delaware Code provide for indemnification. Article VII, in which registrant is referred to as "Corporation", provides as follows:
Section 1. Right to Indemnification.
Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may (continued)

hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes pursuant to the Employee Retirement Income Security Act of 1974 or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Non-Exclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Restated Certificate of Incorporation, these Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 3. Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

The registrant also maintains policies insuring the liability of the registrant to its directors and officers under the terms and provisions of the Bylaws of the registrant and insuring its directors and officers against liability incurred in their capacities as such directors and officers.

ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE COMPANY'S BALANCE SHEET AND STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
MULTIPLIER: 1,000

PERIOD TYPE	YEAR
FISCAL YEAR END	DEC 31 1997
PERIOD START	JAN 01 1997
PERIOD END	DEC 31 1997
CASH	22,377
SECURITIES	30,533
RECEIVABLES	297,207
ALLOWANCES	4,791
INVENTORY	191,684
CURRENT ASSETS	554,612
PP&E	1,399,087
DEPRECIATION	538,639
TOTAL ASSETS	1,495,956
CURRENT LIABILITIES	200,331
BONDS	205,525
PREFERRED MANDATORY	0
PREFERRED	0
COMMON	78,760
OTHER SE	754,815
TOTAL LIABILITY AND EQUITY	1,495,956
SALES	1,813,005
TOTAL REVENUES	1,814,411
CGS	1,498,432
TOTAL COSTS	1,498,432
OTHER EXPENSES	104,678
LOSS PROVISION	854
INTEREST EXPENSE	15,655
INCOME PRETAX	194,792
INCOME TAX	72,381
INCOME CONTINUING	122,411
DISCONTINUED	0
EXTRAORDINARY	0
CHANGES	0
NET INCOME	122,411
EPS PRIMARY	1.55
EPS DILUTED	1.55

End of Filing