UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 1998

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES AND EXCHANGE ACT OF 1934

Commission File No. 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 45840
(Address of principal executive offices)
(Zip code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes (X) No ( )

Number of shares of common stock of registrant outstanding at July 31, 1998: 77,442,158

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Part I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

COOPER TIRE & RUBBER COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollar amounts in thousands; per-share amounts in dollars)

	June 30, 1998 (Unaudited)	December 31, 1997
ASSETS		
Current assets:		
Cash and cash equivalents	$ 37,434	$ 52,910
Accounts receivable, less allowances of $5,503 ($4,791 in 1997)	318,042	292,416
Inventories at lower of cost (last-in, first-out) or market:		
Finished goods	159,529	130,339
Work in process	20,666	22,650
Raw materials and supplies	29,059	38,695
	209,254	191,684
Prepaid expenses and deferred income taxes	20,426	17,602
Total current assets	585,156	554,612
Property, plant and equipment - net	868,961	860,448
Intangibles and other assets	82,428	80,896
	$1,536,545	$1,495,956
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable	$ 11,080	$ 10,820
Accounts payable	84,762	100,135
Accrued liabilities	95,008	82,446
Income taxes	367	6,477
Current portion of debt	272	453
Total current liabilities	191,489	200,331
Long-term debt	205,282	205,525
Postretirement benefits other than pensions	148,726	144,566
Other long-term liabilities	38,418	38,351
Deferred income taxes	75,643	73,608
Stockholders' equity:		
Preferred stock, $1 par value; 5,000,000 shares authorized; none issued	-	-
Common stock, $1 par value; 300,000,000 shares authorized; 83,777,808 shares issued (83,760,308 in 1997)	83,778	83,760
Capital in excess of par value	3,272	3,101
Retained earnings	893,166	849,270
Cumulative currency translation adjustment	1,775	2,448
Minimum pension liability	(4,753)	(4,753)
	977,238	933,826
Less: 5,000,000 common shares in treasury at cost	(100,251)	(100,251)
Total stockholders' equity	876,987	833,575
	$1,536,545	$1,495,956

See accompanying notes.

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COOPER TIRE & RUBBER COMPANY
CONSOLIDATED STATEMENTS OF INCOME
THREE MONTHS ENDED JUNE 30, 1998 AND 1997
(UNAUDITED)
(Dollar amounts in thousands; per-share amounts in dollars)

	1998	1997
Revenues:		
Net sales	$461,740	$463,993
Other income	671	204
	462,411	464,197
Costs and expenses:		
Cost of products sold	378,467	379,608
Selling, general and administrative	28,452	29,272
Interest	3,764	4,961
	410,683	413,841
Income before income taxes	51,728	50,356
Provision for income taxes	19,392	18,850
Net income	32,336	31,506
Other comprehensive income:		
Currency translation adjustment	(889)	1,580
Comprehensive income	$ 31,447	$ 33,086
Basic and diluted earnings per share	$.41	$.40
Weighted average number of shares outstanding (000's)	78,850	78,792
Dividends per share	$.095	$.085

See accompanying notes

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COOPER TIRE & RUBBER COMPANY
CONSOLIDATED STATEMENTS OF INCOME
SIX MONTHS ENDED JUNE 30, 1998 AND 1997
(UNAUDITED)
(Dollar amounts in thousands; per-share amounts in dollars)

	1998	1997
Revenues:		
Net sales	$899,298	$843,525
Other income	1,249	458
	900,547	843,983
Costs and expenses:		
Cost of products sold	741,937	695,521
Selling, general and administrative	56,964	51,084
Interest	7,613	6,652
	806,514	753,257
Income before income taxes	94,033	90,726
Provision for income taxes	35,172	34,070
Net income	58,861	56,656
Other comprehensive income:		
Currency translation adjustment	(673)	1,580
Comprehensive income	$ 58,188	$ 58,236
Basic and diluted earnings per share	$.75	$.71
Weighted average number of shares outstanding (000's)	78,849	79,587
Dividends per share	$.19	$.17

See accompanying notes

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COOPER TIRE & RUBBER COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED JUNE 30, 1998 AND 1997
(UNAUDITED)
(Dollar amounts in thousands)

	1998	1997
Operating activities:		
Net income	$ 58,861	$ 56,656
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	49,466	44,532
Deferred income taxes	973	4,823
Changes in operating assets and liabilities:		
Accounts receivable	(26,301)	(44,515)
Inventories and prepaid expenses	(20,490)	(33,612)
Accounts payable and accrued liabilities	(2,659)	6,190
Postretirement benefits other than pensions	3,735	3,583
Other	(6,263)	(11,835)
Net cash provided by operating activities	57,322	25,822
Investing activities:		
Property, plant and equipment	(58,207)	(49,927)
Acquisition of business, net of cash acquired	-	(94,593)
Other	27	10
Net cash used in investing activities	(58,180)	(144,510)
Financing activities:		
Issuance of debt	2,783	360,000
Payment on debt	(2,327)	(174,124)
Purchase of treasury shares	-	(54,117)
Payment of dividends	(14,965)	(13,457)
Issuance of common shares	189	573
Net cash provided by (used in) financing activities	(14,320)	118,875
Effects of exchange rate changes on cash and cash equivalents	(298)	384
Changes in cash and cash equivalents	(15,476)	571
Cash and cash equivalents at beginning of year	52,910	19,459
Cash and cash equivalents at end of period	$ 37,434	$ 20,030
Cash payments for interest	$ 8,540	$ 3,328
Cash payments for income taxes	$ 40,552	$ 32,251

See accompanying notes.

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COOPER TIRE & RUBBER COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The consolidated financial statements at June 30, 1998 and for the three-month and six-month periods ended June 30, 1998 and 1997 are unaudited and include all adjustments, consisting only of normal recurring accruals, which the Company considers necessary for a fair presentation of financial position and operating results. The unaudited consolidated financial statements have been prepared in accordance with Article 10 of Regulation S-X and, therefore, do not contain all information and footnotes normally contained in annual financial statements; accordingly, they should be read in conjunction with the Financial Statements and notes thereto appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 1997.

2. The results of operations for the three-month and six-month periods ended June 30, 1998 are not necessarily indicative of those to be expected for the year ending December 31, 1998.

3. During the first quarter of 1998 the Company adopted Statement of Financial Standards (SFAS) No. 130, "Reporting Comprehensive Income." The Standard requires disclosure of total comprehensive income in the financial statements. The Company's components of comprehensive income have historically been for the impact of pension accounting and foreign currency.

4. In June, 1997 the Financial Accounting Standards Board (FASB) issued SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," which changed the method for determining and reporting business segment information. The FASB's approach to determine business segments will cause the Company to report certain financial information at segment levels. This Standard is required to be adopted for year-end reporting in 1998, with interim reporting commencing in 1999.

The FASB issued SFAS No. 132, "Employers' Disclosures about Pensions and Other Postretirement Benefits," in February, 1998. This Standard is effective in 1998 and requires disclosure of additional information currently available to the Company.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Net sales were down slightly for the second quarter of 1998 when compared to the second quarter of 1997, but were 6.6% higher for the first six months of 1998 when compared to the corresponding 1997 period. The Company's acquisition of Avon Tyres Limited of Melksham, England, now known as Cooper- Avon Tyres Limited (Cooper-Avon), was completed late in the first quarter of 1997 and contributed to the six-month increase. Other income was higher in both the second quarter and six months of 1998 as compared to the corresponding 1997 periods due to higher amounts of interest income.

Cost of products sold, as a percent of net sales, was higher for the quarter and unchanged for the six-month period as compared with the corresponding periods in 1997. Decreases in raw material costs and improvements in product mix continued to be offset by price concessions in the domestic and European tire replacement markets.

Selling, general and administrative expenses were lower for the three-month period and were higher for the six-month period compared to one year ago. As a percent of net sales, selling, general and administrative expenses were 6.2% and 6.3% for the 1998 and 1997 quarters and 6.3% and 6.1% for the six months of 1998 and 1997, respectively. The year-to-date increase reflects higher advertising costs and the inclusion of Cooper-Avon expenses.

Interest expense for the quarter and the six-month periods reflect differences in borrowing levels from the 1997 comparable periods.

Income before income taxes for the quarter increased 2.7% from one year ago and 3.7% for the year-to-date. The 1998 quarter was adversely impacted by the sales reduction. Both the quarter and six-month periods benefited from reductions in raw material costs and richer product mix which were partially offset by the continuation of intense price competition. Cooper-Avon operations during the quarter and year-to-date periods showed improvement due to cost-savings initiatives.

Working capital of $394 million is up $39 million since year-end and up $68 million from June 30, 1997. The current ratio of 3.1 is up from 2.2 at June 30, 1997 and is up from the 2.8 at December 31, 1997. Long-term debt, as a percent of total capitalization, decreased to 19% at the end of the quarter compared to 22.3% one year ago. The financial position of the Company at June 30, 1998 continues to be excellent.

The cash flows generated by operating activities of $57 million during the first six months of 1998 are higher than the $26 million for the six-month period one year ago due primarily to changes in accounts receivable and inventories. Investments in property, plant and equipment of $58 million are up $8 million from last year's levels. In 1997, investing activities reflect the acquisition of Cooper-Avon and financing activities reflect the issuance of $200 million of long-term public debt and the repurchase of the Company's common stock. The Company expects that available cash and existing lines of credit will be sufficient to meet normal operating requirements over the near term.

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, including those involved in its manufacturing operations. 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 is on schedule with its plans and 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 incurred to upgrade and replace systems and equipment in the normal

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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.

Certain information set forth herein may constitute forward-looking statements regarding events and trends which may affect the Company's future operating results and financial position. Actual results may differ materially as a result of factors over which the Company has no control. These risk factors and additional information are included in the Company's reports on file with the Securities and Exchange Commission.

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Part II. OTHER INFORMATION

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

(a) The Company's Annual Meeting of Stockholders was held on May 5, 1998.

(b) All of the nominees for directors, as listed below under (c) and on page 2 of the Company's Proxy Statement dated March 24, 1998, were elected. The following directors have terms of office which continued after the meeting.

Edsel D. Dunford	John F. Meier
John Fahl	Patrick W. Rooney
Deborah M. Fretz	John H. Shuey
Dennis J. Gormley	

(c) A description of each matter voted upon at that meeting is contained on pages 1 and 2 and pages 11 through 19 of the Company's Proxy Statement dated March 24, 1998, which pages are incorporated herein by reference.

The number of votes cast by common stock holders with respect to each matter is as follows:

Election of directors

	Term Expiration	Affirmative Votes	Withheld Votes	Abstentions	Broker Non-votes
Arthur H. Aronson	2001	70,297,042	1,046,015	0	0
Byron O. Pond	2001	70,410,378	932,679	0	0
J. Alec Reinhardt	2001	70,435,957	907,100	0	0

	Affirmative Votes	Negative Votes	Abstentions	Broker Non-Votes
Proposal to approve and adopt the 1998 Incentive Compensation Plan	60,597,566	4,643,153	356,840	5,745,498
Proposal to approve and adopt the 1998 Employee Stock Option Plan	63,541,984	1,684,461	371,114	5,745,498
Proposal to approve and adopt the 1998 Non-Employee Directors Compensation Deferral Plan	62,610,593	2,437,463	549,504	5,745,497
Stockholder proposal	29,417,663	34,755,894	1,050,943	6,118,557

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Item 6(a). Exhibits.

(27) Financial Data Schedule

Item 6(b). Reports on Form 8-K.

No Form 8-K has been filed.

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INDEX TO EXHIBITS
DESCRIPTION

Part II. Item 6(a).

(27) Financial Data Schedule

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SIGNATURES

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

COOPER TIRE & RUBBER COMPANY

/S/ J. Alec Reinhardt

J. Alec Reinhardt
Executive Vice President
and Chief Financial Officer
(Principal Financial
Officer)

/S/ E. B. White

E. B. White
Corporate Controller
(Principal Accounting
Officer)

August 12, 1998

(Date)

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ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE COMPANY'S BALANCE SHEET AND STATEMENT OF INCOME FOR THE SIX MONTHS ENDED JUNE 30, 1998 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

MULTIPLIER: 1,000

PERIOD TYPE	6 MOS
FISCAL YEAR END	DEC 31 1998
PERIOD START	JAN 01 1998
PERIOD END	JUN 30 1998
CASH	14,797
SECURITIES	22,637
RECEIVABLES	323,545
ALLOWANCES	5,503
INVENTORY	209,254
CURRENT ASSETS	585,156
PP&E	1,456,870
DEPRECIATION	587,909
TOTAL ASSETS	1,536,545
CURRENT LIABILITIES	191,489
BONDS	205,282
PREFERRED MANDATORY	0
PREFERRED	0
COMMON	78,778
OTHER SE	798,209
TOTAL LIABILITY AND EQUITY	1,536,545
SALES	899,298
TOTAL REVENUES	900,547
CGS	741,937
TOTAL COSTS	741,937
OTHER EXPENSES	55,995
LOSS PROVISION	969
INTEREST EXPENSE	7,613
INCOME PRETAX	94,033
INCOME TAX	35,172
INCOME CONTINUING	58,861
DISCONTINUED	0
EXTRAORDINARY	0
CHANGES	0
NET INCOME	58,861
EPS PRIMARY	.75
EPS DILUTED	.75

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