

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarter ended June 30, 2000

Commission File No. 0-2504

MINE SAFETY APPLIANCES COMPANY

(Exact name of registrant as specified in its charter)

Pennsylvania

25-0668780

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

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

15238

(Address of principal executive offices)

(Zip Code)

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

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

Yes X

No

As of July 31, 2000, there were outstanding 13,545,329 shares of common stock without par value, including 1,639,320 shares held by the Mine Safety Appliances Company Stock Compensation Trust.

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

	June 30 2000	December 31 1999
ASSETS		
Current assets		
Cash	\$ 10,899	\$ 8,898
Temporary investments, at cost which approximates market	6,448	8,210
Trade receivables, less allowance for doubtful accounts \$2,156 and \$2,322	54,794	58,911
Other receivables	14,642	22,716
Inventories:		
Finished products	33,896	37,551
Work in process	12,000	11,739
Raw materials and supplies	30,761	32,807
	-----	-----
Total inventories	76,657	82,097
Deferred tax assets	14,923	13,348
Prepaid expenses and other current assets	10,371	8,910
	-----	-----
Total current assets	188,734	203,090
Property, plant and equipment	377,721	378,495
Less accumulated depreciation	(217,755)	(214,986)
	-----	-----
Net property	159,966	163,509
Prepaid pension cost	69,494	61,357
Deferred tax assets	4,033	4,152
Other noncurrent assets	23,079	19,633
	-----	-----
TOTALS	\$ 445,306	\$ 451,741
	=====	=====

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities		
Notes payable and current portion of long-term debt	\$ 15,893	\$ 4,477
Accounts payable	25,155	29,056
Employees' compensation	11,677	11,048
Insurance	10,594	10,402
Taxes on income	6,933	3,878
Other current liabilities	25,233	21,144
	-----	-----
Total current liabilities	95,485	80,005
	-----	-----
Long-term debt	36,255	36,550
Pensions and other employee benefits	53,877	54,111
Deferred tax liabilities	36,583	35,961
Other noncurrent liabilities	2,546	2,657
Shareholders' equity		
Preferred stock, 4-1/2% cumulative - authorized 100,000 shares of \$50 par value; issued 71,373 shares, callable at \$52.50 per share	3,569	3,569
Second cumulative preferred voting stock - authorized 1,000,000 shares of \$10 par value; none issued		
Common stock - authorized 60,000,000 shares of no par value; issued 20,335,797 and 6,778,599 (outstanding 11,906,009 and 4,291,671)	18,841	12,596
Stock compensation trust - 1,639,320 and 567,630 shares	(25,683)	(26,679)
Less treasury shares, at cost:		
Preferred - 49,713 and 49,713 shares	(1,608)	(1,608)
Common - 6,790,468 and 1,919,298 shares	(127,366)	(95,154)
Deferred stock compensation	(1,472)	(504)
Accumulated other comprehensive loss	(18,066)	(14,831)
Earnings retained in the business	372,345	365,068
	-----	-----
Total shareholders' equity	220,560	242,457
	-----	-----
TOTALS	\$ 445,306	\$ 451,741
	=====	=====

See notes to consolidated condensed financial statements

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

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2000	1999	2000	1999
Net sales	\$ 120,703	\$ 123,675	\$ 248,921	\$ 239,642
Other income	830	561	1,918	1,462
	-----	-----	-----	-----
	121,533	124,236	250,839	241,104
	-----	-----	-----	-----
Costs and expenses				
Cost of products sold	77,398	78,224	155,229	152,157
Selling, general and administrative	33,443	33,503	65,989	66,210
Depreciation and amortization	5,813	5,696	11,815	11,249
Interest	877	1,021	1,661	1,764
Currency exchange gains	(5)	(77)	(193)	(354)
Voluntary retirement charges	0	4,608	0	4,608
	-----	-----	-----	-----
	117,526	122,975	234,501	235,634
	-----	-----	-----	-----
Income before income taxes	4,007	1,261	16,338	5,470
Provision for income taxes	1,181	524	6,053	2,163
	-----	-----	-----	-----
Net income	\$ 2,826	\$ 737	\$ 10,285	\$ 3,307
	=====	=====	=====	=====
Basic earnings per common share	\$ 0.22	\$ 0.05	\$ 0.81	\$ 0.25
	=====	=====	=====	=====
Diluted earnings per common share	\$ 0.22	\$ 0.05	\$ 0.80	\$ 0.25
	=====	=====	=====	=====

See notes to consolidated condensed financial statements

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

	Six Months Ended June 30	
	2000	1999
OPERATING ACTIVITIES		
Net income	\$ 10,285	\$ 3,307
Depreciation and amortization	11,815	11,249
Pensions	(7,363)	(220)
Deferred income taxes	(1,004)	(750)
Changes in operating assets and liabilities	21,456	(2,426)
Other - including currency exchange adjustments	(4,584)	(4,376)
	-----	-----
Cash flow from operating activities	30,605	6,784
INVESTING ACTIVITIES		
Property additions	(9,206)	(11,323)
Dispositions of property and businesses	1,888	187
Acquisitions and other investing	(4,593)	(5,395)
	-----	-----
Cash flow from investing activities	(11,911)	(16,531)
FINANCING ACTIVITIES		
Additions to long-term debt	7	366
Reductions of long-term debt	(266)	(9)
Changes in notes payable and short-term debt	11,276	15,088
Cash dividends	(3,008)	(2,779)
Company stock purchases	(53,234)	(3,744)
Company stock sales	27,088	0
	-----	-----
Cash flow from financing activities	(18,137)	8,922
Effect of exchange rate changes on cash	(318)	(1,223)
	-----	-----
Increase/(decrease) in cash and cash equivalents	239	(2,048)
Beginning cash and cash equivalents	17,108	24,020
	-----	-----
Ending cash and cash equivalents	\$ 17,347	\$ 21,972
	=====	=====

See notes to consolidated condensed financial statements

MINE SAFETY APPLIANCES COMPANY
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

- (1) The Management's Discussion and Analysis of Financial Condition and Results of Operations which follows these notes contains additional information on the results of operations and the financial position of the company. Those comments should be read in conjunction with these notes. The company's annual report on Form 10-K for the year ended December 31, 1999 includes additional information about the company, its operations, and its financial position, and should be read in conjunction with this quarterly report on Form 10-Q.
- (2) The results for the interim periods are not necessarily indicative of the results to be expected for the full year.
- (3) Certain prior year amounts have been reclassified to conform with the current year presentation.
- (4) In the opinion of management, all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of these interim periods have been included.
- (5) A pre-tax charge of \$4.6 million (\$2.8 million after-tax) was recognized in the second quarter of 1999 related to a voluntary retirement incentive program that was accepted by 82 non-production employees in the U.S. This charge was more than offset by related pension settlement gains in the second half of 1999.
- (6) On May 10, 2000 the shareholders of the company approved a 3-for-1 split of the common stock, which was paid May 24, 2000.
- (7) Basic earnings per share is computed on the weighted average number of shares outstanding during the period. Diluted earnings per share includes the effect of the weighted average stock options outstanding during the period, using the treasury stock method. Antidilutive options are not considered in computing earnings per share. All share and per share amounts have been restated to reflect the 3-for-1 stock split.

	Three Months Ended June 30		Six Months Ended June 30	
	2000	1999	2000	1999
	(In thousands)		(In thousands)	
Net income	\$ 2,826	\$ 737	\$ 10,285	\$ 3,307
Preferred stock dividends declared	12	24	24	37
	-----	-----	-----	-----
Income available to common shareholders	2,814	713	10,261	3,270
	-----	-----	-----	-----
Basic shares outstanding	12,599	12,968	12,738	13,025
Stock options	77	27	52	30
	-----	-----	-----	-----
Diluted shares outstanding	12,676	12,995	12,790	13,055
	-----	-----	-----	-----
Antidilutive stock options	14	108	14	108
	-----	-----	-----	-----

- (8) Comprehensive income (loss) was \$1,324,000 and \$7,050,000 for the three and six months ended June 30, 2000, respectively, and (\$126,000) and (\$1,482,000) for the three and six months ended June 30, 1999, respectively. Comprehensive income includes net income and changes in accumulated other comprehensive income, primarily cumulative translation adjustments, for the period.
- (9) The company is organized into three geographic operating segments (North America, Europe and Other International), each of which includes a number of operating companies. North America (formerly U.S.) includes the United States, Canada and Mexico. Canada and Mexico were formerly part of Other International. Comparative amounts for 1999 have been restated.

Reportable segment information is presented in the following table:

	(In Thousands)		Other		
	North	Europe	Inter-	Recon-	Consol.
	America		national	ciling	totals
Three Months Ended June 30, 2000					
Sales to external customers	\$78,383	\$24,264	\$18,252	(\$196)	\$120,703
Intercompany sales	6,385	3,784	697	(10,866)	
Net income(loss)	2,766	(559)	623	(4)	2,826
Six Months Ended June 30, 2000					
Sales to external customers	162,170	51,521	35,416	(186)	248,921
Intercompany sales	13,676	7,507	1,263	(22,446)	
Net income(loss)	9,578	(705)	1,323	89	10,285
Three Months Ended June 30, 1999					
Sales to external customers	78,926	27,915	17,153	(319)	123,675
Intercompany sales	7,670	4,897	591	(13,158)	
Net income(loss)	(260)	254	759	(16)	737
Six Months Ended June 30, 1999					
Sales to external customers	155,739	55,978	28,309	(384)	239,642
Intercompany sales	15,451	9,133	1,027	(25,611)	
Net income(loss)	2,778	(298)	809	18	3,307

Reconciling items consist primarily of intercompany eliminations and items reported at the corporate level.

MINE SAFETY APPLIANCES COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS

Forward-looking statements

This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include, without limitation, statements regarding expectations for future product introductions, cost reduction and restructuring plans, specialty chemicals market conditions, sales and earnings outlook, liquidity, and market risk. Actual results may differ from expectations contained in such forward-looking statements and can be affected by any number of factors, many of which are outside of management's direct control. Among the factors that could cause such differences are the effects of restructuring efforts in Europe, timing and market acceptance of new product introductions, market and operating conditions affecting specialty chemical customers, the economic environment, and interest and currency exchange rates.

Results of operations

Three months ended June 30, 2000 and 1999

Sales for the second quarter of 2000 were \$120.7 million, a decrease of \$3 million, or 2%, from \$123.7 million in the second quarter of 1999.

Second quarter 2000 sales for North American operations were slightly lower than the second quarter of last year. Significantly lower sales of specialty chemicals were nearly offset by improved sales of safety products. Lower specialty chemical sales in second quarter 2000 were a continuation of a slow-down in sales that began in the second half of 1999. Specialty chemical products are sold to a limited number of pharmaceutical and chemical companies and sales levels are largely dependent on the performance of these customers' products in their respective markets. Shipments of gas masks for defense preparedness and helmets and fall protection equipment for industrial and construction markets were significantly higher in 2000. Portable instrument sales also grew significantly, reflecting the late-1999 introduction of the improved Passport FiveStar Alarm multigas detector.

Overall, incoming orders of safety products in the U.S. exceeded shipments in the second quarter, particularly for gas masks for government markets. The specialty chemical order backlog also increased during the quarter.

In Europe, local currency sales for the quarter were 4% lower than second quarter 1999. When stated in U.S. dollars, however, sales in Europe were 13% lower due to adverse currency exchange rate movements. Lower current quarter sales in Germany, Britain, and France were partially offset by higher sales in Eastern European markets.

Second quarter 2000 sales for other international operations were 6% higher than in the prior year. Sales in Africa continued to benefit from the second quarter 1999 acquisition of Campbell Gardwel. Adverse currency exchange effects reduced sales of other international operations slightly when stated in U.S. dollars.

Gross profit for the second quarter of 2000 was \$43.3 million, a decrease of \$2.2 million, or 5%, from \$45.5 million in 1999. The ratio of gross profit to sales was 35.9% in the second quarter of 2000 compared to 36.8% in the corresponding quarter last year. The slightly lower gross profit percentage reflects changes in sales mix.

Selling, general and administration costs in the second quarter of 2000 were essentially unchanged from the prior year second quarter.

Higher depreciation and amortization expense in second quarter 2000 was primarily due to mid-1999 additions of production and information technology equipment in Europe.

Lower interest expense in second quarter 2000 reflects a reduction in debt that resulted from the use of an accounts receivable securitization facility that was established in late-1999.

Second quarter 1999 included \$4.6 million in special termination benefit charges related to a voluntary retirement incentive program in the U.S. These charges were more than offset by related pension settlement gains in the second half of 1999.

Income before income taxes was \$4.0 million for second quarter 2000 compared to \$1.3 million in 1999. Income before taxes in 1999 was after the \$4.6 million voluntary retirement charge. Excluding this item, income before taxes

in the second quarter of 2000 was \$1.9 million lower than in 1999, primarily due to lower sales and gross profits.

The effective income tax rate for the second quarter of 2000 was 29.5% compared to 41.6% in second quarter 1999. The lower effective rate in 2000 reflects tax benefits on international operating losses, primarily in Germany, and adjustments to prior year taxes in the U.S. related to foreign sales corporation tax benefits.

Net income in the second quarter of 2000 was \$2.8 million, or 22 cents per basic share, compared to \$737,000, or 5 cents per basic share, last year.

Six months ended June 30, 2000 and 1999

Sales for the six months ended June 30, 2000 were \$248.9 million, an increase of \$9.3 million, or 4%, from \$239.6 million last year.

North American sales for the first six months of 2000 were 4% higher than the same period last year. Improved sales of safety products were partially offset by lower specialty chemical sales. Shipments of self-contained breathing apparatus to firefighters, gas masks for defense preparedness, and helmets for industrial head protection all improved significantly. Portable instrument sales also grew significantly, reflecting new product introductions in late-1999. Sales of specialty chemicals were significantly lower than the same period last year. Specialty chemical products are sold to a limited number of large pharmaceutical and chemical companies and are largely dependent on the performance of these customers' products in their respective markets.

Overall, sales of safety products in the U.S. were higher than incoming orders in the first half of 2000, which reduced backlog slightly. Specialty chemical order backlog increased during the first six months of 2000.

Local currency sales in Europe for the first half of 2000 were 3% higher than first half of 1999. When stated in U.S. dollars, however, sales in Europe were 8% lower due to adverse currency exchange rate movements. Current year sales improved in Eastern Europe and were mixed in other European markets.

Sales of other international operations for the first six months of 2000 were 25% higher than in the prior year, with substantial improvements in nearly every market. Currency exchange effects on sales of other international operations were minor.

Gross profit for the six months ended June 30, 2000 was \$93.7 million, an increase of \$6.2 million, or 7%, from \$87.5 million in 1999. The ratio of gross profit to sales was 37.6% in the six months ended June 30, 2000 compared to 36.5% in the corresponding period last year. The somewhat higher gross profit percentage is largely related to changes in sales mix.

Selling, general and administration costs in the six months ended June 30, 2000 were largely unchanged from the prior year.

Higher depreciation and amortization expense in the six months ended June 30, 2000 was primarily due to mid-1999 production equipment and information technology additions in Europe.

The six months ended June 30, 1999 included a \$4.6 million charge for special termination benefits related to a voluntary retirement incentive program in the U.S. These charges were more than offset by related pension settlement gains in the second half of 1999.

Income before income taxes was \$16.3 million for the six months ended June 30, 2000 compared to \$5.5 million last year. Improved income before taxes in 2000 is primarily due to higher gross profits and the effect of voluntary retirement charges on 1999 results.

The effective income tax rate for the six months ended June 30, 2000 was 37.0% compared to 39.5% in 1999. The lower effective rate for 2000 reflects tax benefits on international operating losses, primarily in Germany, and adjustments in the U.S. related to prior year foreign sales corporation tax benefits.

Net income in the six months ended June 30, 2000 was \$10.3 million, or 81 cents per basic share, compared to \$3.3 million, or 25 cents per basic share, last year.

Business Outlook and Other Matters

Results for the six months ended June 30, 2000 reflect strong sales of safety products in North American markets, a recovery in core portable instrument product sales in the U.S., and respectable growth by international operations

outside Europe and North America. However, the ongoing transformation of European operations and sustained weakness in specialty chemicals markets are expected to continue and could dampen overall results for the year. While the strong results of the first quarter were not expected to continue, some aspects of second quarter performance were disappointing. The combined first half performance was generally as anticipated and meaningfully improved earnings are expected for the year.

During the second quarter of 2000, the company purchased approximately 2.1 million shares of common stock from the family of a co-founder for \$52 million. Approximately 1.1 million shares of common stock held in treasury were subsequently sold to the MSA pension plan for \$27 million. The combined effect of these two transactions was to reduce total shares outstanding by approximately 970,000 shares, or 7.6%.

In June 2000, the company agreed to acquire CairnsHelmets, the leading U.S. manufacturer of protective helmets for the fire service. This acquisition, which is expected to be finalized in August 2000, will significantly strengthen the company's presence in the fire service market by adding fire helmets to an already strong product line of self-contained breathing apparatus, thermal imaging cameras, and portable gas detection instruments.

Liquidity and Financial Condition

Cash and cash equivalents increased \$239,000 during the first six months of 2000 compared with a decrease of \$2.0 million in the first six months of 1999.

Operating activities provided \$30.6 million of cash in the first six months of 2000 compared to providing \$6.8 million last year. The improvement is due to changes in operating assets and liabilities, reflecting higher accrued expenses and lower inventories and receivables.

Cash of \$11.9 million was used for investing activities in the first six months of 2000 compared to using \$16.5 million in 1999. The decrease reflects lower property additions and higher cash proceeds on sales of businesses and property.

Financing activities used \$18.1 million in the first six months of 2000 and provided \$8.9 million in 1999. The higher use of cash for financing activities results from significant treasury stock purchases in the six months ended June 30, 2000.

Available credit facilities and internal cash resources are considered adequate to provide for ensuing capital requirements.

Financial Instrument Market Risk

There have been no material changes in the company's financial instrument market risk during the first six months of 2000. For additional information, refer to page 15 of the company's Annual Report to Shareholders for the year ended December 31, 1999.

Recently Issued Accounting Standards

FASB Interpretation No. 44, Accounting for Certain Transactions Involving Stock Compensation, provides guidance on issues related to applying APB No. 25, Accounting for Stock Issued to Employees. The impact of Interpretation No. 44, which is effective July 1, 2000, is not expected to be significant for the company.

FAS No. 133, Accounting for Derivative Instruments and Hedging Activities, establishes accounting and reporting standards for derivative instruments, including those embedded in other contracts. FAS No. 133 is effective for fiscal years beginning after June 15, 2000. Adoption of this statement is not expected to have a significant effect on company results or financial position.

SEC Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements, which is effective beginning in fourth quarter 2000, provides guidance on the recognition, presentation, and disclosure of revenue. The company is evaluating the effects, if any, of this guidance on its financial statements.

PART II OTHER INFORMATION
MINE SAFETY APPLIANCES COMPANY

Item 1. Legal Proceedings

Not Applicable

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

(a) May 10, 2000 - Annual Meeting

(b) Directors elected at Annual Meeting:

Calvin A. Campbell, Jr.
Thomas B. Hotopp

Directors whose term of office continued after the meeting:

Joseph L. Calihan
Helen Lee Henderson
John T. Ryan III
L. Edward Shaw, Jr.
Thomas H. Witmer

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

Calvin A. Campbell, Jr.	For	4,375,812
	Withhold	889
	Abstentions/ Broker Nonvotes	0

Thomas B. Hotopp	For	4,375,584
	Withhold	1,117
	Abstentions/ Broker Nonvotes	0

3-for-1 Stock Split	For	4,358,753
	Against	9,250
	Abstentions/ Broker Nonvotes	8,698

Selection of PricewaterhouseCoopers LLP as independent accountants for the year ending December 31, 2000.

For	4,373,662
Against	1,489
Abstentions/ Broker Nonvotes	1,550

(d) Not Applicable

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

None

(b) Reports on Form 8-K

A report on Form 8-K was filed on June 20, 2000 reporting in Item 5 the Company's repurchase of common stock from the estate and family of a company cofounder.

A report on Form 8-K was filed on June 28, 2000 reporting in Item 5 the sale by the Company of company stock to the trust for the MSA Pension Plan.

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.

Date: August 11, 2000

By

S/James E. Herald
James E. Herald
Vice President - Finance;
Principal Financial and
Accounting Officer

THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM JUNE 2000 FINANCIAL STATEMENTS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS

6-MOS		
	DEC-31-2000	
	JUN-30-2000	
		10,899
		6,448
		71,592
		(2,156)
		76,657
	25,294	
		377,721
	(217,755)	
	445,306	
95,485		
		36,255
	0	
		3,569
		18,841
		198,150
445,306		
		248,921
	250,839	
		155,229
		167,044
		(193)
		0
	1,661	
		16,338
		6,053
10,285		
		0
		0
		0
		10,285
		.81
		.80