

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report: February 10, 1997

MINE SAFETY APPLIANCES COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|--|---------------------------------------|---|
| Pennsylvania (State or other jurisdiction of incorporation) | 0-2504 (Commission File Number) | 25-0668780 (I.R.S. Employer Identification Number) |
|--|---------------------------------------|---|

| | |
|--|---------------------|
| 121 Gamma Drive RIDC Industrial Park O'Hara Township Pittsburgh, Pennsylvania (Address of principal executive offices) | 15238 (Zip Code) |
|--|---------------------|

(412) 967-3000
(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events.

On February 10, 1997, the Board of Directors of Mine Safety Appliances Company (the "Company") approved the adoption of a shareholder rights plan. The plan is intended to promote continuity and stability, deter coercive or partial offers which will not provide fair value to all shareholders, and enhance the Board's ability to represent all shareholders and thereby maximize shareholder values.

Pursuant to the Rights Agreement entered into between the Company and Norwest Bank Minnesota, N.A., as Rights Agent (the "Rights Agreement"), one right ("Right") will be issued for each share of common stock, no par value per share, of the Company outstanding as of the close of business on February 21, 1997. Each of the Rights will entitle the registered holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock at a price of \$225 per one one-thousandth of a share. The Rights generally will not become exercisable unless and until, among other things, any person acquires, after excluding "exempted shares," beneficial ownership of 15% or more of the outstanding stock. The Rights are generally redeemable at \$.01 per Right at any time until 10 days following a public announcement that such a 15% or greater position in the Company's common stock has been acquired and will expire, unless earlier redeemed or exchanged, on February 21, 2007.

A description of the Rights is set forth in Exhibit B to the Rights Agreement, a copy of which is filed herewith and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 4 | Rights Agreement, dated as of February 10, 1997, between Mine Safety Appliances Company and Norwest Bank Minnesota, N.A., which includes as Exhibit B thereto, |

the Form of Rights Certificate (incorporated by reference to the Registrant's Form 8-A dated February 19, 1997).

99 Press Release issued on February 10, 1997 (incorporated by reference to the Registrant's Form 8-A dated February 19, 1997).

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.

MINE SAFETY APPLIANCES COMPANY
(Registrant)

BY: /s/ Donald H. Cuzzo
Donald H. Cuzzo
Vice President, Secretary
and General Counsel

Dated: February 19, 1997

INDEX TO EXHIBITS

| Exhibit No. | Description | Page |
|-------------|---|------|
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| 99 | Press Release issued on February 10, 1997 (incorporated by reference to the Registrant's Form 8-A dated February 19, 1997). | |