

SECURITIES 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

MINE SAFETY APPLIANCES COMPANY

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the
filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule
0-11(a)(2) and identify the filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number,
or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notes:

[LOGO OF MSA APPEARS HERE]

MINE SAFETY APPLIANCES COMPANY . P.O. BOX 426, PITTSBURGH, PENNSYLVANIA
15230 . PHONE (412) 967-3000

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Holders of Common Stock of
Mine Safety Appliances Company:

Notice is hereby given that the Annual Meeting of Shareholders of Mine Safety Appliances Company will be held on Tuesday, May 11, 1999, at 9:00 A.M., local Pittsburgh time, at the Company's headquarters, 121 Gamma Drive, RIDC Industrial Park, O'Hara Township, Pittsburgh, Pennsylvania for the purpose of considering and acting upon the following:

(1) Election of Directors: The election of three directors for a term of three years;

(2) Selection of Independent Accountants: The selection of independent accountants for the year ending December 31, 1999;

and such other business as may properly come before the Annual Meeting or any adjournment thereof.

Only the holders of Common Stock of the Company of record on the books of the Company at the close of business on February 26, 1999 are entitled to notice of and to vote at the meeting and any adjournment thereof.

You are cordially invited to attend the meeting. Whether or not you expect to attend the meeting, please execute and date the accompanying form of proxy and return it in the enclosed self-addressed, stamped envelope at your earliest convenience. If you attend the meeting, you may, if you wish, withdraw your proxy and vote your shares in person.

By Order of the Board of
Directors,

Donald H. Cuozzo
Secretary

March 25, 1999

March 25, 1999

MINE SAFETY APPLIANCES COMPANY

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Mine Safety Appliances Company (the "Company") of proxies in the accompanying form to be voted at the Annual Meeting of Shareholders of the Company to be held on Tuesday, May 11, 1999, and at any and all adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. If a proxy in the accompanying form is duly executed and returned, the shares of Common Stock represented thereby will be voted and, where a specification is made by the shareholder, will be voted in accordance with such specification. A shareholder giving the accompanying proxy has the power to revoke it at any time prior to its exercise upon written notice given to the Secretary of the Company.

The mailing address of the principal executive offices of the Company is P.O. Box 426, Pittsburgh, Pennsylvania 15230.

VOTING SECURITIES AND RECORD DATE

As of February 26, 1999, the Company had 4,926,832 shares of Common Stock issued and outstanding. Holders of Common Stock of the Company of record on the books of the Company at the close of business on February 26, 1999 are entitled to notice of and to vote at the Annual Meeting and at any adjournment thereof. Such holders are entitled to one vote for each share held and do not have cumulative voting rights with respect to the election of directors. Holders of outstanding shares of the Company's 4 1/2% Cumulative Preferred Stock are not entitled to vote at the meeting.

See "Stock Ownership" for information with respect to share ownership by the directors and executive officers of the Company and the beneficial owners of 5% or more of the Company's Common Stock.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

Three directors will be elected at the Annual Meeting to serve until the Annual Meeting in 2002 and until a successor has been elected and qualified. The Board of Directors recommends a vote FOR the election of the three nominees named below, each of whom has consented to be named as a nominee and to serve if elected. Properly executed proxies timely received in the accompanying form will be voted for the election of the nominees named below, unless otherwise directed thereon, or for a substitute nominee designated by the Board in the event a nominee named becomes unavailable for election.

The following table sets forth certain information about the nominees, all of whom are currently members of the Board, and about the other directors whose terms of office will continue after the Annual Meeting:

Name	Principal Occupation and any Position with the Company	Age	Director Since	Other Directorships
Nominees for terms expiring in 2002:				
Joseph L. Calihan	Managing Partner of Bradford Capital Partners (venture capital investments and acquisitions); Chairman of the Board of Bradford Schools, Inc. (post-secondary business schools)	61	1993	None
L. Edward Shaw, Jr.	Chief Corporate Officer, North America, National Westminster Bank Plc.	54	1998	Covenant House, a major international child care agency; Legal Aid Society of New York
Thomas H. Witmer	Retired (1998); Formerly President and Chief Executive Officer of Medrad, Inc. (medical products manufacturer)	56	1997	Medrad, Inc.; also serves on the Boards of three private companies and several non-profit organizations
Continuing Directors with terms expiring in 2000:				
Calvin A. Campbell, Jr.	Chairman, President and Chief Executive Officer of Goodman Equipment Corporation (manufacturer of underground mining locomotives and plastics blow molding machinery)	64	1994	Eastman Chemical Company (an SEC reporting company); Bulley & Andrews; Chairman, National Association of Manufacturers; Trustee, Illinois Institute of Technology
G. Donald Gerlach	Partner of Reed Smith Shaw & McClay (attorneys-at-law)	65	1989	Member, Investment Committee, University of Pittsburgh Medical Center System; President, Matthew B. and Mary A. Ridgway Charitable Foundation
Thomas B. Hotopp	President of the Company	57	1998	Pittsburgh Symphony Society
Continuing Directors with terms expiring in 2001:				
Helen Lee Henderson	Investor; President of Chiron Productions, Ltd. (theatrical and media productions)	60	1991	Asolo Theatre Co.; Pittsburgh Public Theatre; Advisory Board, The York Theatre Co.
John T. Ryan III	Chairman and Chief Executive Officer of the Company	55	1981	Chairman, Pittsburgh Branch of the Federal Reserve Bank of Cleveland; Chairman, Industrial Safety Equipment Association; Director, Allegheny Conference on Community Development

Mr. Hotopp became President of the Company in December 1996 and previously served as Senior Vice President since 1991. Mr. Shaw has had various positions with National Westminster Bank Plc. since May 1996. Previously he was Executive Vice President and General Counsel of The Chase Manhattan Corporation and The Chase Manhattan Bank, N.A. Mr. Shaw is the brother-in-law of Mr. Ryan. Each other director has engaged in the principal occupation indicated in the above table for at least the past five years. Mr. Ryan also served as President of the Company from April 1990 to December 1996.

The Board of Directors has established an Audit Committee, a Compensation Committee, a Nominating Committee and certain other committees.

The Audit Committee, which met two times during 1998, assists the Board in fulfilling its responsibility to the shareholders and investment community with regard to the quality and integrity of the financial reports of the Company. The Committee reviews the Company's financial statements, regulatory filings and internal controls. The Committee also reviews plans, findings and recommendations of internal and external auditors. The Committee evaluates the competence, effectiveness and independence of the internal and external auditors and makes recommendations to the Board of Directors as to the retention of independent accountants and as to their fees and performs such other duties as the Board of Directors may assign from time to time. The current members of the Audit Committee are directors Calihan, Campbell, Gerlach, Henderson and Witmer, each for a term expiring at the 1999 organizational meeting of the Board of Directors.

The Compensation Committee presently consists of directors Campbell, Gerlach, Henderson and Witmer, each for a term expiring at the 1999 organizational meeting of the Board. The Compensation Committee, which met two times in 1998, makes recommendations to the Board with respect to the compensation of officers of the Company. A report of the Compensation Committee as to its policies in recommending the 1998 compensation of the Company's executive officers appears later. The Compensation Committee also administers the Company's 1987 and 1998 Management Share Incentive Plans (the "MSIP").

The current members of the Nominating Committee are directors Calihan, Gerlach, Henderson and Ryan, each for a term expiring at the 1999 organizational meeting of the Board. The Nominating Committee, which met three times in 1998, considers potential candidates for election to the Board of Directors and makes recommendations to the Board. Any shareholder who desires to have an individual considered for nomination by the Nominating Committee must submit a recommendation in writing to the Secretary of the Company not later than November 30 preceding the annual meeting at which the election is to be held.

The Board of Directors met six times during 1998. All directors attended at least 75% of the combined total of the meetings of the Board and of all committees on which they served.

Vote Required

The three candidates receiving the highest numbers of votes cast by the holders of Common Stock voting in person or by proxy will be elected as directors. A proxy vote indicated as withheld from a nominee will not be cast for such nominee but will be counted in determining whether a quorum exists for the meeting.

The Company's Restated Articles require that any shareholder intending to nominate a candidate for election as a director must give written notice, containing specified information, to the Secretary of the Company not later than 90 days in advance of the meeting at which the election is to be held. No such notices were received with respect to the 1999 Annual Meeting. Therefore, only the nominees named above will be eligible for election at the meeting.

OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Executive Compensation

The following table sets forth information concerning the annual, long-term and other compensation paid or accrued by the Company and its subsidiaries for the years 1998, 1997 and 1996 for the persons who were in 1998 the chief executive officer and the other four most highly compensated executive officers of the Company (the "Named Officers"):

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation Awards		
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)(1)	Restricted Stock Awards (\$)(2)	Shares Underlying Stock Options (# of Shares)	All Other Compensation (\$)(3)
John T. Ryan III Chairman and Chief Executive Officer	1998	\$420,840	\$172,610	--	\$242,756	7,108	\$37,526
	1997	400,000	242,760	--	--	7,620	36,846
Thomas B. Hotopp President	1996	345,360	252,800	--	214,938	8,182	32,936
	1998	\$264,600	\$ 99,940	--	\$127,076	3,366	\$23,897
	1997	250,000	127,860	--	--	3,701	22,231
	1996	208,320	91,100	--	100,908	3,763	17,077
George R. McGee (4) Vice President/General Manager- Instrument Division	1998	\$189,996	\$ 28,081	--	\$ 61,320	1,620	\$22,639
	1997	180,000	76,620	--	--	--	94,022
	1996	--	--	--	--	--	--
James E. Herald Vice President- Finance	1998	\$160,892	\$ 46,412	--	\$ 56,557	1,500	\$19,959
	1997	157,200	65,270	--	--	1,770	20,168
	1996	150,000	71,400	--	52,943	1,970	18,525
George W. Steggles Senior Vice President- International	1998	\$154,200	\$ 39,804	--	\$ 47,826	1,270	\$18,478
	1997	152,031	62,360	--	--	1,390	18,233
	1996	139,320	59,100	--	47,060	1,760	17,849

(1) For each year, the incremental cost to the Company of personal benefits provided to any Named Officer did not exceed the lesser of \$50,000 or 10% of aggregate salary and bonus.

(2) The amounts shown in this column represent the market values on March 10, 1998 and February 27, 1996 of restricted shares awarded on those dates. At December 31, 1998 the number and market values of restricted shares held by the Named Officers were as follows: Mr. Ryan, 8,760 shares (\$600,060); Mr. Hotopp, 4,330 shares (\$296,605); Mr. McGee, 1,010 shares (\$69,185); Mr. Herald, 2,100 shares (\$143,850); and Mr. Steggles, 1,830 shares (\$125,355). Holders of restricted shares receive dividends at the same rate as paid on other shares of Common Stock.

(3) 1998 amounts include Company matching contributions to the Company's Retirement Savings and Supplemental Savings Plans as follows: Mr. Ryan, \$19,908; Mr. Hotopp, \$15,698; Mr. McGee, \$7,865; Mr. Herald, \$9,046; and Mr. Steggles, \$8,662. The 1998 amounts also include life insurance premiums paid by the Company as follows: Mr. Ryan, \$17,618; Mr. Hotopp, \$8,199; Mr. McGee, \$14,774; Mr. Herald, \$10,913; and Mr. Steggles, \$9,816.

(4) Mr. McGee was first employed by the Company in January 1997.

Stock Option Grants in 1998

The following table sets forth information concerning stock options granted to the Named Officers in 1998 under the MSIP:

Name	Number of Shares Underlying Options Granted (#)	Percent of Total Options Granted to Employees in 1998	Exercise Price (\$/Share) (1)	Expiration Date	Grant Date Present Value (2)
John T. Ryan III	1,650	6.2%	\$66.61875	3/10/2003	\$ 18,346
	5,458	20.5%	\$60.5625	3/10/2008	\$103,032
Thomas B. Hotopp	3,366	12.7%	\$60.5625	3/10/2008	\$ 63,538
George R. McGee	1,620	6.1%	\$60.5625	3/10/2008	\$ 30,660
James E. Herald	1,500	5.6%	\$60.5625	3/10/2008	\$ 28,279
George W. Steggles	1,270	4.8%	\$60.5625	3/10/2008	\$ 23,913

(1) The exercise price is the market value of the Common Stock on the date the options were granted, except that in the case of the option for 1,650 shares granted to Mr. Ryan it is 110% of such value. The options became exercisable on September 10, 1998. Except for the option for 5,458 shares granted to Mr. Ryan and 1,716 shares of the options granted to Mr. Hotopp, all options are intended to qualify as incentive stock options under the Internal Revenue Code.

(2) The grant date present value of the options has been determined utilizing the Black-Scholes option pricing model. The assumptions used to arrive at the present values were: stock price volatility of 19%, expected dividend yield of 2%, expected option term of five years for the option for 1,650 shares granted to Mr. Ryan and ten years for the remaining options, and a 5.5% risk-free rate of return.

Stock Option Exercises and Year-End Values

The following table sets forth information concerning stock options under the MSIP exercised by the Named Officers during 1998 and stock options under the MSIP held by the Named Officers at December 31, 1998.

Name	Number of Shares Acquired on Exercise	Value Realized (1)	Number of Shares Underlying Unexercised Options at 12/31/98 (2)	Value of Unexercised In-the-Money Options at 12/31/98 (3)
John T. Ryan III	3,420	\$ 54,107	19,115	\$295,767
Thomas B. Hotopp	--	--	14,550	\$249,660
George R. McGee	--	--	1,620	\$ 12,859
James E. Herald	1,970	\$ 77,323	3,270	\$ 33,368
George W. Steggles	4,370	\$120,825	1,270	\$ 10,081

(1) Represents the difference between the fair market value of the shares acquired on the date of exercise and the option price.

(2) All options were exercisable at December 31, 1998.

(3) Represents the amount by which the December 31, 1998 market value of the shares subject to unexercised options exceeded the option price of those options.

Compensation Committee Report on Executive Compensation

The Compensation Committee of the Board of Directors has furnished the following report on 1998 executive compensation:

The Compensation Committee of the Board of Directors is responsible for recommending to the Board salaries and bonuses to be paid to the Company's corporate officers, including its executive officers. The Compensation Committee was also responsible in 1998 for administering the Company's shareholder approved 1998 Management Share Incentive Plan (the "MSIP"), which permitted the Committee to make discretionary grants of stock options and restricted stock as incentives to executive officers and other key employees.

The Compensation Committee's policy in recommending salaries is designed to pay executive officer salaries at competitive levels necessary to attract and retain competent personnel while at the same time recognizing Company, division and individual performance factors. To do this, the Company periodically retains compensation consultants to assist in evaluating each United States executive officer position and in determining the market level salary range for the position based on salaries paid for executive positions with similar duties and responsibilities by other manufacturing companies of comparable size and sales volumes. Between these periodic evaluations, market level salary ranges for each position are reviewed to reflect changes shown by data provided from compensation surveys. Within the market level salary range for each executive officer position, the salary to be paid to the individual officer is determined based on a consideration of Company, division and individual performance. For United States officers other than the chief executive officer, Company performance, measured primarily by consolidated net income for the preceding year, and compensation survey data are used to establish the aggregate budget for salary increases. Individual salary adjustments are then determined by allocating the aggregate budget taking into consideration the relationship of the officer's current salary to the market level range and an evaluation of the officer's individual performance made initially by the chief executive officer or the officer's other immediate supervisor. In the case of the chief executive officer, the individual performance evaluation and the determination of the amount of the salary adjustment are made by the Compensation Committee.

The Committee considered 1998 executive officer salaries at its meeting in December 1997. The salary increase granted to Mr. Ryan was based on a decision by the Committee to move Mr. Ryan's salary closer to the midpoint of the market level salary range for the chief executive officer position. Due to requests by Mr. Ryan to limit the amount of his salary increases in previous years, Mr. Ryan's 1997 salary was only approximately 87% of the median market salary for his position. The 1998 salary approved for Mr. Ryan approximated 91% of the market level midpoint.

The Company's annual bonus policy is designed to make a significant percentage of an executive officer's total cash compensation dependent upon corporate and individual performance. At targeted levels for United States officers, this percentage is 50% of median market level salary for the chief executive officer, and ranges between 40% and 30% of median market level salary for other executive officers. For the chief executive officer, the percentage of the targeted bonus earned is initially determined as the percentage of achievement of a targeted level of consolidated earnings before interest and taxes (EBIT) for the year by the Company's worldwide operations. For other United States officers, from 25% to 50% of the initial bonus determination is based on the percentage of achievement of the consolidated EBIT target, and the remainder is determined based on the percentage of achievement of EBIT targets established for the Company's United States operations and, in the case of division managers, its operating divisions. The initial percentage of the targeted bonus earned based on EBIT performance may be adjusted upward or downward for each officer based upon an evaluation of the individual officer's performance during the year, which is made initially by the chief executive officer or the officer's other immediate supervisor or, in the case of the chief executive officer, by the Compensation Committee. Individual bonuses may not exceed 150% of targeted levels, and no bonus is paid based on EBIT which is less than 50% of the targeted amount. The total amount payable as bonuses for executive officers in any year may not exceed 3% of consolidated EBIT.

The Committee considered bonuses for 1998 at its meeting in March 1999. The amount of the bonus awarded to Mr. Ryan approximated 72.5% of the targeted amount based on the Committee's evaluation of Company and individual performance.

Awards under the MSIP are intended to provide executive officers with long-term incentives in the form of stock-based compensation to remain with the Company and to work to increase shareowner value. Under both types of awards utilized under the MSIP, stock options and restricted stock, the value received by the officer is a direct function of the Company's success in achieving a long-term increase in the market value of its Common Stock. The Committee's long-term incentive award program under the MSIP was adopted in 1996 based on recommendations resulting from a study by a compensation consulting firm. Under the program, the targeted annualized dollar value of MSIP awards for each executive officer position is based on the market level annualized dollar value of long-term incentive awards for similar positions, as determined from compensation survey data. The targeted dollar amounts for each position may be adjusted upward or downward by the Committee based on an evaluation of the officer's individual performance made initially by the chief executive officer or the officer's other immediate supervisor or, in the case of the chief executive officer, by the Committee.

On an annualized basis, 50% of the adjusted dollar value of long-term incentive awards, as so determined, is made in the form of stock options and 50% in the form of restricted stock awards. Stock option grants are made annually, and restricted stock awards are made every other year. The number of shares for which stock options are granted to each executive officer is determined by dividing 50% of the adjusted dollar value by the per share value of the options as determined under the Black-Scholes option pricing model. Stock options are normally granted as incentive stock options within the limits established by the Internal Revenue Code and as nonqualified options above those limits. The option price is equal to the fair market value of the option shares as of the date the options are granted, except that in the case of incentive stock options granted to Mr. Ryan, the option price is 110% of the grant date fair market value. The options become exercisable six months from the date of grant and have a term of ten years, except that in the case of incentive stock options granted to Mr. Ryan the term is five years. The options generally are exercisable only while the grantee remains an employee of the Company or a subsidiary, except that the options may be exercised for limited periods after a termination of employment due to death, disability or retirement or a voluntary termination with the consent of the Company.

The number of shares awarded in the form of restricted stock is determined by dividing 50% of the adjusted dollar value of long-term incentive awards for each executive officer by the per share market value on the date of the award, and then doubling this amount to reflect that restricted stock awards are made only once every two years. Under the terms of the awards, the restricted shares granted will vest over a term of four years, with one-half of the shares awarded vesting on March 15 of each of the third and fourth years following the award date. Until vesting, the restricted shares are held in escrow by the Company, may not be sold and generally will be forfeited if the officer's employment terminates other than by death, disability or retirement under a Company retirement plan.

In accordance with the Committee's long-term incentive program, the Committee granted both stock options and restricted stock under the MSIP at its meeting in March 1998. The amounts of the awards granted to Mr. Ryan were set at 105% of the targeted value for the chief executive officer position in recognition of the Company's financial performance for 1997.

At current compensation levels, the Company does not anticipate that it will be affected by the \$1 million cap on deductibility of individual executive officer compensation imposed by Section 162(m) of the Internal Revenue Code.

The foregoing report was submitted by the Compensation Committee of the Board of Directors:

Calvin A. Campbell, Jr.,
Chairman
G. Donald Gerlach
Helen Lee Henderson
Thomas H. Witmer

Compensation Committee Interlocks and Insider Participation

There are no interlocking relationships, as defined in regulations of the Securities and Exchange Commission, involving members of the Compensation Committee.

Directors Campbell, Gerlach and Henderson served as members of the Compensation Committee during all of 1998. Director Witmer was elected a member of the Compensation Committee at the organizational meeting of the Board following the 1998 Annual Meeting of Shareholders.

Mr. Gerlach is a partner in the law firm of Reed Smith Shaw & McClay, which provides legal services to the Company as its outside counsel. Mr. Campbell is a majority owner, a director and Chairman, President and Chief Executive Officer of Goodman Equipment Corporation. During 1998, the Company and its affiliates received commissions of approximately \$114,128 for acting as sales agents with respect to sales of certain mining locomotives and spare parts for Goodman Equipment Corporation.

Retirement Plans

The following table shows the estimated annual retirement benefits payable upon normal retirement at age 65 under the Company's Non-Contributory Pension Plan for Employees to participating employees, including executive officers, in selected compensation and years-of-service classifications.

Years of Service	5 Year Average Compensation				
	\$100,000	\$300,000	\$500,000	\$700,000	\$900,000
5	\$ 6,088	\$ 21,588	\$ 37,088	\$ 52,588	\$ 68,088
15	18,263	64,763	111,263	157,763	204,263
25	30,439	107,939	185,439	262,939	340,439
35	42,614	151,114	259,614	368,114	476,614
45	52,614	181,114	309,614	438,114	566,614

Notes:

- Years of service are based upon completed months of service from date of hire to date of retirement.
- The benefits actually payable under the plan will be subject to the limitations of Sections 415 and 401(a) (17) of the Internal Revenue Code. These limitations have not been reflected in the table. However, the Company has a supplemental plan providing for the payment by the Company to officers on an unfunded basis of the difference between the amounts payable under the benefit formula of the pension plan and the benefit limitations of Sections 415 and 401(a) (17) of the Internal Revenue Code.
- This table applies to employees born in calendar year 1939. The actual benefits payable will vary slightly depending upon the actual year of birth.
- The benefits shown have been calculated using the Social Security law in effect on January 1, 1999, with a maximum taxable wage base of \$72,600 assumed until retirement.

The amounts shown in the table are straight-life annuity amounts, assuming no election of any available survivorship option, and are not subject to any Social Security or other offsets. Benefits under the plan are based on the highest annual average of the participant's covered compensation for any five consecutive years of service, with covered compensation including salary and bonus. As of December 31, 1998, years of service under the plan for the Named Officers were: Mr. Ryan III, 29.50 years; Mr. Hotopp, 7.42 years; Mr. McGee, 1.92 years; Mr. Herald, 11.33 years; and Mr. Steggles, 6.66 years.

The Company's Executive Insurance Program was established to assist members of senior management approved by the Board in procuring life insurance during their working careers and to provide them with additional flexibility and benefits upon retirement. Under the program, the Company's group term life insurance in excess of \$50,000 is replaced with individual insurance up to an approved amount. Premiums are paid by the

Company and are included under "All Other Compensation" in the above compensation table. In lieu of insurance after retirement, the participant may elect (i) an uninsured death benefit from the Company in the insurance amount, which would be taxable when paid, or (ii) to have 75% of the insurance amount paid to him by the Company in monthly installments over 15 years. If the second uninsured alternative were selected, the annual amount payable by the Company upon retirement would be \$50,000 for Mr. Ryan III, \$37,500 for Mr. Hotopp, and \$30,000 for Messrs. McGee, Herald and Steggles. If either of the two uninsured alternatives are selected, the death benefit on the insurance policy would be paid to the Company.

Change In Control Severance Agreements

The Company has entered into agreements with each of the named officers the stated purpose of which is to encourage the officers' continued attention and dedication to their duties without distraction in the event of an actual or potential change in control of the Company. In the agreements, the officers agree that if a potential change in control, as defined in the agreements, occurs, the officers will remain in the employment of the Company for at least 6 months or until an actual change in control occurs, unless employment is sooner terminated by the executive for good reason, as defined in the agreement, or due to death, disability or retirement or by the Company. In return, the agreements provide that if within 3 years after a change in control, as defined in the agreement, the officer's employment is terminated by the Company without cause, as defined in the agreement, or the officer terminates his employment for good reason, as defined in the agreement, the officer will be entitled to receive (a) a lump sum payment equal to three times the sum of (i) officer's annual salary plus (ii) the average annual bonus paid to the officer for the preceding two years, (b) continuation for 36 months of medical, dental, accident and life insurance benefits and (c) 36 months additional service credit under the Company's executive insurance and post-retirement health care programs. In the case of Mr. Ryan, these benefits would also be payable if he voluntarily terminated his employment for any reason within one year after a change in control. The benefits payable under the agreements are limited to the amount that can be paid without triggering any excise tax or rendering any amounts non-deductible under the Internal Revenue Code. Except in the case of Mr. Ryan, the limitation will not apply if the reduced benefit is less than the unreduced benefit after payment of any excise tax.

Director Compensation

Beginning in March 1998, directors who are not employees of the Company or one of its subsidiaries were paid a retainer at the rate of \$5,000 per quarter and \$1,000 for each day of a Board meeting and each meeting of a Committee of the Board that they attended. Prior to March 1998, the quarterly retainer rate was \$4,000, and the fee for attendance at Board Committee meetings was \$700. Directors who are employees of the Company or a subsidiary do not receive additional compensation for service as a director. Under the Retirement Plan for Directors, directors who retire from the Board on or after attaining age 70 and completing at least 5 years of service as a director are entitled to receive a lifetime quarterly retirement allowance equal to the quarterly directors' retainer payable at the time of their retirement.

The 1990 Non-Employee Directors' Stock Option Plan (the "DSOP") was approved by the shareholders at the 1991 Annual Meeting. Its purposes are to enhance the mutuality of interests between the Board and the shareholders by increasing the share ownership of non-employee directors and to assist the Company in attracting and retaining able persons to serve as directors. Under the DSOP, directors who are not employees of the Company or a subsidiary receive annual stock option grants to purchase up to 500 shares of Common Stock at an option price equal to the market value on the date the options are granted. The options become exercisable six months from the date of grant and expire ten years from the date of grant. Options which have not yet become exercisable are forfeited if the grantee ceases to be a director for reasons other than death or disability. Otherwise, unexpired options may generally be exercised for two years following termination of service as a director. The total number of shares which may be issued under the DSOP is limited to 50,000 shares of Common Stock. Pursuant to the terms of the DSOP, on May 8, 1998 options to purchase 500 shares of Common Stock at an exercise price of \$71.625 per share were granted to directors Calihan, Campbell, Gerlach, Henderson and Witmer.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN

Among S&P 500 Index, Russell 2000 Index and Mine Safety Appliances Company

Set forth below is a line graph and table comparing the cumulative total returns (assuming reinvestment of dividends) for the five years ended December 31, 1998 of \$100 invested on December 31, 1993 in each of the Company's Common Stock, the Standard & Poor's 500 Composite Index and the Russell 2000 Index. Because its competitors are principally privately held concerns or subsidiaries or divisions of corporations engaged in multiple lines of business, the Company does not believe it feasible to construct a peer group comparison on an industry or line-of-business basis. The Russell 2000 Index, while including corporations both larger and smaller than the Company in terms of market capitalization, is composed of corporations with an average market capitalization similar to that of the Company.

[GRAPH APPEARS HERE]

	Value at December 31,					
	1993	1994	1995	1996	1997	1998
	----	----	----	----	----	----
Mine Safety Appliances Company	\$100.00	\$108.87	\$118.71	\$134.75	\$169.07	\$186.84
S&P 500 Index	\$100.00	\$101.32	\$139.40	\$171.41	\$228.59	\$293.92
Russell 2000 Index	\$100.00	\$ 98.19	\$126.11	\$147.05	\$179.90	\$174.86

STOCK OWNERSHIP

Under regulations of the Securities and Exchange Commission, a person is considered the "beneficial owner" of a security if the person has or shares with others the power to vote the security (voting power) or the power to dispose of the security (investment power). In the tables which follow, "beneficial ownership" of the Company's stock is determined in accordance with these regulations and does not necessarily indicate that the person listed as a "beneficial owner" has an economic interest in the shares indicated as "beneficially owned."

Beneficial Ownership of Management

The following table sets forth information regarding the amount and nature of beneficial ownership of the Company's Common Stock as of February 26, 1999 and 4 1/2% Cumulative Preferred Stock as of February 19, 1999 by each director and Named Officer and by all directors and executive officers as a group. Except as otherwise indicated in the footnotes to the table, the person named or a member of the group has sole voting and investment power with respect to the shares listed.

	Common Stock		4 1/2% Cumulative Preferred Stock	
	Amount and Nature of Beneficial Ownership (1)	Percent of Class (1)	Amount and Nature of Beneficial Ownership	Percent of Class
John T. Ryan III	620,229(2)	12.54%	446(2)	2.02%
Joseph L. Calihan	6,250	0.13%	--	--
Calvin A. Campbell, Jr.	2,900	0.06%	--	--
G. Donald Gerlach	273,563(3)	5.55%	93(3)	0.42%
Helen Lee Henderson	311,716(4)	6.32%	579(4)	2.62%
Thomas B. Hotopp	23,264(5)	0.47%	--	--
L. Edward Shaw, Jr.	134,166(6)	2.72%	721(6)	3.27%
Thomas H. Witmer	500	0.01%	--	--
James E. Herald	44,628(7)	0.91%	--	--
George R. McGee	39,405(7)	0.80%	--	--
George W. Steggles	39,391(7)	0.80%	--	--
All executive officers and directors as a group (17 persons)	1,469,254	29.45%	1,839	8.34%

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- (1) The number of shares of Common Stock beneficially owned and the number of shares of Common Stock outstanding used in calculating the percent of class include the following shares of Common Stock which may be acquired within 60 days upon the exercise of stock options held under the MSIP or the DSOP: Mr. Ryan, 19,115 shares; Mr. Calihan, 2,700 shares; Mr. Campbell, 1,500 shares; Mr. Gerlach, 3,100 shares; Ms. Henderson, 3,100 shares; Mr. Witmer, 500 shares; Mr. Hotopp, 14,550 shares; Mr. Herald, 3,270 shares; Mr. McGee, 1,620 shares; Mr. Steggles, 1,270 shares; and all directors and executive officers as a group, 61,935 shares. The number of shares of Common Stock beneficially owned also includes the following restricted shares awarded under the MSIP, as to which such persons have voting power only: Mr. Ryan, 8,760 shares; Mr. Hotopp, 4,330 shares; Mr. Herald, 2,100 shares; Mr. McGee, 1,010 shares; Mr. Steggles, 1,830 shares; and all directors and executive officers as a group, 25,290 shares.
- (2) Does not include 113,702 shares of Common Stock held by Mr. Ryan's wife. Includes 428,086 shares of Common Stock and 259 shares of 4 1/2% Cumulative Preferred Stock held in trusts and an estate, as to which Mr. Ryan shares voting and investment power with co-fiduciaries. Of such shares, voting and investment power over 260,435 shares of Common Stock is shared with G. Donald Gerlach, and voting and investment power over 410,586 shares of Common Stock and 259 shares of 4 1/2% Cumulative Preferred Stock is shared with Mary Irene Ryan. See the following discussion of the beneficial ownership of Mary Irene Ryan.

- (3) Includes 260,435 shares of Common Stock held in trusts, as to which Mr. Gerlach shares voting and investment power with co-trustees. Of such shares, voting and investment power over 260,435 shares of Common Stock is shared with John T. Ryan III, and voting and investment power over 242,935 shares of Common Stock is shared with Mary Irene Ryan. See the following discussion of the beneficial ownership of Mary Irene Ryan.
- (4) Includes 237,536 shares of Common Stock held in trusts, as to which Ms. Henderson shares voting and investment power with co-trustees. See the following discussion of the beneficial ownership of PNC Bank Corp. and Helen Ruth Henderson.
- (5) Includes 1,500 shares of Common Stock as to which Mr. Hotopp shares voting and investment power with his wife.
- (6) Includes 106,484 shares of Common Stock and 721 shares of Preferred Stock held by Mr. Shaw's wife and 13,803 shares of Common Stock held as custodian.
- (7) The Company has established a Stock Compensation Trust which holds 571,690 shares of Common Stock which are available to satisfy obligations of the Company under its stock incentive plans. Under the terms of the Trust Agreement, the trustee, PNC Bank, must follow the directions of the holders of stock options under the plans, excluding members of the Board of Directors, in voting the shares held by the Trust and in determining whether such shares should be tendered in the event of a tender or exchange offer for the Common Stock. Each such option holder has the power to direct the trustee with respect to a number of shares of Common Stock equal to the shares held by the Trust divided by the number of option holders. Included in the table are 35,731 shares of Common Stock each for Messrs. Herald, McGee and Steggle, and 321,579 shares of Common Stock for all directors and executive officers as a group, as to which such persons and other executive officers of the Company have such voting and investment power. See the following discussion of the beneficial ownership of PNC Bank Corp.

5% BENEFICIAL OWNERS

As of February 26, 1999, to the best of the Company's knowledge, six persons or entities beneficially owned more than 5% of the Company's Common Stock. The beneficial ownership of John T. Ryan III, G. Donald Gerlach and Helen Lee Henderson appears in the immediately preceding table. The following table sets forth the beneficial ownership of the other 5% beneficial owners, based upon information provided by such persons:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Mary Irene Ryan 20 West Woodland Road Pittsburgh, Pennsylvania 15232	609,165 (1) (2) (3)	12.36%
PNC Bank Corp. PNC Bank Building Pittsburgh, Pennsylvania 15265	906,110 (4) (5) (6) (7)	18.39%
Helen Ruth Henderson 728 Fairview Road Pittsburgh, Pennsylvania 15238	407,026 (7) (8) (9)	8.26%

- (1) Mary Irene Ryan has sole voting and investment power with respect to 198,579 and 102,579 shares, respectively, and shares voting and investment power with respect to 410,586 and 506,586 shares, respectively.
- (2) Includes 410,586 shares of Common Stock as to which Mary Irene Ryan and John T. Ryan III share voting and investment power as co-fiduciaries. Mary Irene Ryan is the mother of John T. Ryan III.

- (3) Includes 242,935 shares of Common Stock as to which Mary Irene Ryan and G. Donald Gerlach share voting and investment power as co-fiduciaries.
- (4) All shares are held by subsidiary banks of PNC Bank Corp. ("PNC") in various fiduciary capacities. The banks have sole voting and investment power with respect to 63,044 and 5,844 shares, respectively, and share voting and investment power with respect to 271,376 and 846,166 shares, respectively.
- (5) Includes 219,036 shares as to which PNC and Helen Lee Henderson share voting and investment power as co-trustees. The trustees have delegated the authority to vote these shares to Helen Lee Henderson.
- (6) Includes 571,690 shares of Common Stock held by the Company's Stock Compensation Trust, as to which investment power is shared with certain executive officers of the Company and other holders of stock options under Company plans. See footnote (7) to the immediately preceding table.
- (7) Includes 52,340 shares as to which PNC and Helen Ruth Henderson share voting and investment power.
- (8) Helen Ruth Henderson has sole voting and investment power with respect to 290,634 shares and shares voting and investment power with respect to 116,392 and 70,840 shares, respectively. Does not include 6,240 shares of Common Stock held by Helen Ruth Henderson's husband.
- (9) Includes 18,500 shares as to which Helen Ruth Henderson and Helen Lee Henderson share voting and investment power. Helen Ruth Henderson is the mother of Helen Lee Henderson.

Beneficial Ownership of Ryan and Henderson Families

The preceding tables disclose in accordance with Securities and Exchange Commission requirements only a portion of the aggregate beneficial ownership of the Company's Common Stock by the Ryan and Henderson families. As of February 26, 1999, members of the extended family of John T. Ryan III and Mary Irene Ryan, including trusts for their benefit, beneficially owned to the knowledge of the Company an aggregate of 1,672,948 shares of Common Stock, representing 33.82% of the outstanding shares. As of the same date, members of the extended family of Helen Lee Henderson and Helen Ruth Henderson, including trusts for their benefit, beneficially owned to the knowledge of the Company an aggregate of 766,387 shares of Common Stock, representing 15.55% of the outstanding shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires that directors and officers of the Company and beneficial owners of more than 10% of its Common Stock file reports with the Securities and Exchange Commission with respect to changes in their beneficial ownership of equity securities of the Company. Based solely upon a review of the copies of such reports furnished to the Company and written representations by certain persons that reports on Form 5 were not required, the Company believes that all 1998 Section 16(a) filing requirements applicable to its directors, officers and greater-than-10% beneficial owners were complied with.

PROPOSAL NO. 2 SELECTION OF INDEPENDENT ACCOUNTANTS

Because of the importance to the shareholders of having the Company's accounts reviewed by independent accountants, it is the opinion of the Board of Directors that the selection of independent accountants should be submitted to the shareholders. The firm of PricewaterhouseCoopers LLP has been the independent accountants for the Company since 1959. PricewaterhouseCoopers LLP has advised the Company that neither the firm nor any of its partners has any direct or material indirect financial interest in the Company or any of its subsidiaries.

As independent accountants for the fiscal year ended December 31, 1998 PricewaterhouseCoopers LLP provided auditing services in connection with their examination of the consolidated financial statements of the Company, the separate financial statements of certain of its subsidiaries and certain periodic filings made by the Company with the Securities and Exchange Commission.

The Board of Directors recommends a vote for the selection of PricewaterhouseCoopers LLP as independent accountants, and proxies received in the accompanying form will be so voted, unless a contrary specification is made. It is expected that one or more representatives of PricewaterhouseCoopers LLP will be present at the Annual Meeting with the opportunity to make a statement, if they desire to do so, and to respond to appropriate questions. See "Election of Directors" for information concerning the Audit Committee of the Board of Directors.

Approval of this proposal requires the affirmative vote of a majority of the votes cast on the proposal at the Annual Meeting by the holders of Common Stock voting in person or by proxy. Under the Pennsylvania Business Corporation Law, an abstention is not a vote cast and will not be counted in determining the number of votes required for approval, though it will be counted in determining the presence of a quorum. In the event the proposal is not approved, the Board will treat this as a recommendation to consider other auditors for 2000.

OTHER MATTERS

The Board of Directors does not know of any matters, other than those referred to herein, which will be presented for action at the meeting. However, in the event of a vote on any other matter that should properly come before the meeting, it is intended that proxies received in the accompanying form will be voted thereon in accordance with the discretion and judgment of the persons named in the proxies.

ANNUAL REPORT ON FORM 10-K

Upon written request to the undersigned Secretary of the Company (at the address specified on page 1) by any shareholder whose proxy is solicited hereby, the Company will furnish a copy of its 1998 Annual Report on Form 10-K to the Securities and Exchange Commission, together with financial statements and schedules thereto, without charge to the shareholder requesting same.

2000 SHAREHOLDER PROPOSALS

To be eligible for inclusion in the Company's proxy statement for the 2000 Annual Meeting, any shareholder's proposal(s) must be received by the Company at its principal executive offices not later than November 26, 1999.

EXPENSES OF SOLICITATION

All expenses incident to the solicitation of proxies by the Board of Directors will be paid by the Company. The Company will, upon request, reimburse brokerage houses and other custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred in forwarding copies of solicitation material to beneficial owners of Common Stock held in the names of such persons. In addition to solicitation by mail, in a limited number of instances, regular employees of the Company may solicit proxies in person or by telephone. Employees will receive no additional compensation for any such solicitation.

By Order of the Board of
Directors,

DONALD H. CUOZZO
Secretary

[LOGO OF MSA APPEARS HERE]

MINE SAFETY APPLIANCES COMPANY . P.O. BOX 426, PITTSBURGH, PENNSYLVANIA
15230 . PHONE (412) 967-3000

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Holders of 4 1/2% Cumulative Preferred Stock of
Mine Safety Appliances Company:

Notice is hereby given that the Annual Meeting of Shareholders of Mine Safety Appliances Company will be held on Tuesday, May 11, 1999, at 9:00 A.M., local Pittsburgh time, at the Company's headquarters, 121 Gamma Drive, RIDC Industrial Park, O'Hara Township, Pittsburgh, Pennsylvania for the purpose of considering and acting upon the following:

(1) Election of Directors: The election of three directors for a term of three years;

(2) Selection of Independent Accountants: The selection of independent accountants for the year ending December 31, 1999;

and such other business as may properly come before the Annual Meeting or any adjournment thereof.

Only the holders of Common Stock of the Company of record on the books of the Company at the close of business on February 26, 1999 are entitled to notice of and to vote at the meeting and any adjournment thereof.

You are cordially invited to attend the meeting even though as a holder of 4 1/2% Cumulative Preferred Stock you have no voting rights.

By Order of the Board of
Directors,

Donald H. Cuozzo
Secretary

March 25, 1999

MINE SAFETY APPLIANCES COMPANY

Annual Meeting of Shareholders

Tuesday, May 11, 1999
9:00 a.m.

121 Gamma Drive
RIDC Industrial Park
Pittsburgh, PA 15238

Mine Safety Appliances Company

This proxy is solicited on behalf of the Board of Directors.

Proxy--Mine Safety Appliances Company--1999 Annual Meeting of Shareholders

The undersigned hereby appoints John T. Ryan III, Thomas B. Hotopp and Donald H. Cuozzo, or any of them, as proxies, with power of substitution, to vote all shares of MINE SAFETY APPLIANCES COMPANY which the undersigned is entitled to vote at the 1999 Annual Meeting of Shareholders and any adjournment thereof:

This proxy will be voted as directed, or, if no direction is given, FOR items 1 and 2 below. A vote FOR item 1 includes discretionary authority to vote for a substitute if any nominee listed becomes unable or unwilling to serve. The proxies named are authorized to vote in their discretion upon such other matters as may properly come before the meeting or any adjournment thereof.

The undersigned hereby revokes all previous proxies for such Annual Meeting, acknowledges receipt of the Notice of Annual Meeting and Proxy Statement, and ratifies all that said proxies may do by virtue hereof.

PLEASE MARK, DATE, EXECUTE AND RETURN THIS PROXY PROMPTLY IN THE ENCLOSED ENVELOPE.

. Please detach here .

The Board of Directors Recommends a Vote FOR Items 1 and 2 Below:

1. Election of three Directors for terms expiring in 2002. Nominees: Vote FOR Vote WITHHELD
- 01 Joseph L. Calihan
- 02 L. Edward Shaw, Jr. all nominees from all nominees
- 03 Thomas H. Witmer (except as specified below)

(Instructions: To withhold authority to vote for any nominee, write the number(s) of the nominee(s) in the box provided to the right.)

For Against Abstain

2. Selection of PricewaterhouseCoopers LLP as independent accountants.

Address Change? Mark Box

Indicate changes below: Date _____, 1999

Signature (s) in Box
 Please sign exactly as your name appears hereon. FOR JOINT ACCOUNTS, EACH JOINT OWNER SHOULD SIGN. When signing as attorney, executor, administrator, trustee, etc., please give your full title as such. If a corporation, please sign full corporate name by President or other authorized officer and give full title. If a partnership, please sign in partnership name by authorized person and give full title.

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