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CARLISLE COMPANIES INC

FORM 10-K/A
(Amended Annual Report)

Filed 03/13/98 for the Period Ending 12/31/97

Address	11605 NORTH COMMUNITY HOUSE ROAD SUITE 600 CHARLOTTE, NC 28277
Telephone	704-501-1100
CIK	0000790051
Symbol	CSL
SIC Code	3060 - Fabricated Rubber Products, Not Elsewhere
Industry	Chemicals - Plastics & Rubber
Sector	Basic Materials
Fiscal Year	12/31

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CARLISLE COMPANIES INC

FORM 10-K/A
(Amended Annual Report)

Filed 3/13/1998 For Period Ending 12/31/1997

Address	15800 JOHN J DELANEY DRIVE SUITE 350
	CHARLOTTE, North Carolina 28277
Telephone	704-752-1100
CIK	0000790051
Industry	Fabricated Plastic & Rubber
Sector	Basic Materials
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

[X] ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]
For the fiscal year ended December 31, 1997
OR
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]
For the transition period from_____to_____
Commission file number 1-9278

Carlisle Companies Incorporated

(Exact name of registrant as specified in its charter)

Delaware	31-1168055)
(State or other jurisdiction of incorporation or organization	(I.R.S. employer identification no.)

250 South Clinton Street, Suite 201, Syracuse, New York	13202-1258
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code (315) 474-2500

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

Title of each class	Name of each exchange on which registered
Common stock, $1 par value	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

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

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

Form 10-K. [ ]

Aggregate market value of voting common stock held by non-affiliates at February 24, 1998	$1,276,973,417
Shares of common stock outstanding at February 24, 1998	30,188,136

Portions of the definitive Proxy Statement for the Annual Meeting of Shareholders on April 20, 1998 are incorporated by reference in Part III.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

CONSOLIDATED STATEMENT OF EARNINGS
FOR YEARS ENDED DECEMBER 31

(IN THOUSANDS EXCEPT PER SHARE DATA)

	1997	1996	1995
Net sales	$ 1,260,550	$ 1,017,495	$ 822,534
Cost and expenses:			
Cost of goods sold	974,089	779,797	624,860
Selling and administrative expenses	143,246	128,676	109,236
Research and development expenses	15,824	11,900	12,339
	1,133,159	920,373	746,435
Other income (deductions):			
Investment income	1,172	666	2,020
Interest expense	(16,502)	(9,062)	(6,075)
Other, net	4,723	3,314	814
	(10,607)	(5,082)	(3,241)
Earnings before income taxes	116,784	92,040	72,858
Income taxes	46,118	36,360	28,777
Net earnings	$ 70,666	$ 55,680	$ 44,081
Average shares outstanding-basic	30,235	30,281	30,759
Basic earnings per share	$ 2.34	$ 1.84	$ 1.43
Average shares outstanding-diluted	$ 31,025	30,953	31,266
Diluted earnings per share	$ 2.28	$ 1.80	$ 1.41

See accompanying Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

(In thousands except per share data)

	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	COST OF SHARES IN TREASURY
Balance at December 31, 1994	$ 19,665	$ 7,958	$ 282,919	$ (62,692)
Net earnings	--	--	44,081	--
Cash dividends--$0.420 per share	--	--	(12,928)	--
Exercise of stock options & other	--	1,358	--	2,344
Purchase of 496,616 treasury shares	--	--	--	(9,448)
Balance at December 31, 1995	$ 19,665	$ 9,316	$ 314,072	$ (69,796)
Net earnings	--	--	55,680	--
Cash dividends -$0.465 per share	--	--	(14,129)	--
Exercise of stock options & other	--	3,765	--	3,098
Purchase of 649,966 treasury shares	--	--	--	(14,168)
	19,665	13,081	355,623	(80,866)
Two-for-one stock split	19,666	(12,601)	(7,065)	--
Balance at December 31, 1996	$ 39,331	$ 480	$ 348,558	$ (80,866)
Net earnings	--	--	70,666	--
Cash dividends--$0.525 per share	--	--	(15,868)	--
Exercise of stock options & other	--	1,350	--	3,295
Purchase of 550,980 treasury shares	--	--	--	(18,110)
Balance at December 31, 1997	$ 39,331	$ 1,830	$ 403,356	$ (95,681)

See accompanying Notes to Consolidated Financial Statements.

CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31

(IN THOUSANDS EXCEPT SHARE DATA)	1997	1996
ASSETS		
Current assets		
Cash and cash equivalents	$ 1,732	$ 8,312
Receivables, less allowances of $5,180 in 1997 and $4,097 in 1996	184,796	158,463
Inventories	180,331	137,092
Deferred income taxes	28,462	25,036
Prepaid expenses and other	22,212	17,030
Total current assets	417,533	345,933
Property, plant and equipment, net	294,165	264,238
Other assets		
Patents, goodwill and other intangibles	121,772	108,648
Investments and advances to affiliates	16,467	11,976
Receivables and other assets	11,279	9,854
Deferred income taxes	--	1,814
Total other assets	149,518	132,292
	$861,216	$ 742,463
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Short-term debt, including current maturities	$ 24,332	$ --
Accounts payable	75,936	74,338
Accrued expenses	125,815	96,310
Total current liabilities	226,083	170,648
Long-term liabilities		
Long-term debt	209,642	191,167
Product warranties	73,715	71,478
Deferred compensation and other liabilities	2,940	1,667
Total long-term liabilities	286,297	264,312
Shareholders' equity		
Preferred stock, $1 par value. Authorized and unissued 5,000,000 shares		
Common stock, $1 par value. Authorized 50,000,000 shares; issued 39,330,624 shares	39,331	39,331
Additional paid-in capital	1,830	480
Retained earnings	403,356	348,558
Cost of shares in treasury-9,171,915 shares in 1997 and 8,979,300 shares in 1996	(95,681)	(80,866)
Total shareholders' equity	348,836	307,503
	$861,216	$ 742,463

See accompanying Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR YEARS ENDED DECEMBER 31

	1997	1996	1995
	(IN THOUSANDS)		
OPERATING ACTIVITIES			
Net earnings	$ 70,666	$ 55,680	$ 44,081
Reconciliation of net earnings to cash flows:			
Depreciation	32,477	25,320	20,331
Amortization	6,278	4,438	2,899
(Gain)/loss on sales of property, equipment and business	(993)	216	570
Changes in assets and liabilities, excluding effects of acquisitions and divestitures:			
Current and long-term receivables	(19,659)	(13,237)	(8,616)
Inventories	(31,118)	(5,837)	(17,324)
Accounts payable and accrued expenses	9,245	16,667	1,928
Prepaid, deferred and current income taxes	10,887	(4,260)	(993)
Long-term liabilities	3,279	4,939	7,429
Other	1,924	2,106	5,398
Net cash provided by operating activities	82,986	86,032	55,703
Investing Activities			
Capital expenditures	(59,531)	(34,990)	(37,467)
Acquisitions, net of cash	(45,380)	(133,719)	(67,006)
Sales of property, equipment and business	15,815	3,489	2,794
Other	(4,090)	(155)	1,014
Net cash used in investing activities	(93,186)	(165,375)	(100,665)
Financing Activities			
Proceeds from short-term debt	13,458	--	--
Proceeds from long-term debt	150,000	124,358	--
Reductions of long-term debt	(125,860)	(11,604)	(436)
Dividends	(15,868)	(14,129)	(12,928)
Purchases of treasury shares	(18,110)	(14,168)	(9,448)
Net cash provided by (used in) financing activities	3,620	84,457	(22,812)
Change in cash and cash equivalents	(6,580)	5,114	(67,774)
Cash and cash equivalents			
Beginning of year	8,312	3,198	70,972
End of year	$ 1,732	$ 8,312	$ 3,198

See accompanying Notes to Consolidated Financial Statements.

SUMMARY OF ACCOUNTING POLICIES

BASIS OF CONSOLIDATION. The consolidated financial statements include the accounts of the Company and its subsidiaries. Investments in affiliates where the Company does not have majority control, none of which are significant, are accounted for under the equity method. All material intercompany transactions and accounts have been eliminated.

REVENUE RECOGNITION. The Company recognizes revenues from product sales upon shipment to the customer. The substantial majority of the Company's product sales are to customers in the United States.

USE OF ESTIMATES. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS. Debt securities with a remaining maturity of three months or less when acquired are considered cash equivalents. Cash and cash equivalents are stated at cost, which approximates market value.

INVENTORIES. Inventories are valued at lower of cost or market. Cost for inventories is determined for a majority of the Company's inventories by the last-in, first-out (LIFO) method with the remainder determined by the first-in, first-out (FIFO) method.

PROPERTY, PLANT AND EQUIPMENT. Property, plant and equipment are stated at cost. Costs allocated to property, plant and equipment of acquired companies are based on estimated fair value at the date of acquisition. Depreciation is principally computed on the straight line basis over the estimated useful lives of the assets. Asset lives are 20 to 40 years for buildings, 5 to 15 years for machinery and equipment and 3 to 10 years for leasehold improvements.

PATENTS, GOODWILL AND OTHER INTANGIBLES. Patents and other intangibles, recorded at cost, amounted to $5.3 million and $6.9 million at December 31, 1997 and 1996, respectively (net of accumulated amortization of $14.6 million and $12.8 million, respectively), and are amortized over their remaining lives, which average five years. Goodwill, representing the excess of acquisition cost over the fair value of specifically identifiable assets acquired, was $116.5 million and $101.8 million at December 31, 1997 and 1996, respectively (net of accumulated amortization of $7.8 million and $3.6 million, respectively), and is amortized on a straight line basis over various periods not exceeding 30 years. The Company evaluates the recoverability of goodwill based on the estimated, undiscounted future cash flows attributable to the operations with which the goodwill is associated.

PRODUCT WARRANTIES. The Company offers warranties on the sales of certain of its products and records an accrual for estimated future claims. Such accruals are based upon historical experience and management's estimate of the level of future claims.

LEASES. The Company is obligated under various noncancelable operating leases for certain facilities and equipment. Rent expense was $5.4 million, $2.6 million and $2.8 million, in 1997, 1996, and 1995, respectively.

INCOME TAXES. Deferred tax assets and liabilities are recognized for the future tax consequences of the differences between financial statement carrying amounts of assets and liabilities and their respective tax bases. These balances are measured using enacted tax rates expected to apply to taxable income in the years in which such temporary differences are expected to be recovered or settled. If a portion or all of a deferred tax asset is not expected to be realized, a valuation allowance is recognized.

NET EARNINGS PER SHARE. In 1997, the Financial Accounting Standards Board issued Statement No. 128, "Earnings per Share." SFAS No. 128 replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Basic earnings per share excludes the dilutive effects of options, warrants, and convertible securities. Diluted earnings per share gives effect to all dilutive securities that were outstanding during the period. All earnings per share amounts have been presented or restated to conform to the SFAS No. 128 requirements. The only difference between basic and diluted earnings per share of the Company is the effect of dilutive stock options.

FAIR VALUE OF FINANCIAL INSTRUMENTS. The estimated fair market values of the Company's financial instruments approximate their recorded values.

RECLASSIFICATIONS. Certain reclassifications have been made to prior years' information to conform to 1997 presentation.

INVENTORIES

The components of inventories are:

In Thousands	1997	1996
FIFO cost (approximates current costs):		
Finished goods	$ 111,403	$ 82,253
Work in process	23,250	17,574
Raw materials	60,375	51,872
	$ 195,028	$ 151,699
Excess of FIFO cost over LIFO value	(14,697)	(14,607)
	$ 180,331	$ 137,092

PROPERTY, PLANT & EQUIPMENT

The components of property, plant and equipment are:

In Thousands	1997	1996
Land	$ 6,804	$ 6,316
Buildings & leasehold improvements	123,432	114,384
Machinery & equipment	383,560	341,296
Projects in progress	25,686	21,016
	539,482	483,012
Accumulated depreciation	(245,317)	(218,774)
	$ 294,165	$ 264,238

BORROWINGS

Long-term debt includes:

In Thousands	1997	1996
Short-term obligations to be refinanced	$ --	$ 124,358
7.25% senior notes due 2007	150,000	--
8.09% senior notes due 1998-2002	48,000	48,000
Industrial Development and Revenue Bonds due through 2014	12,460	12,505
Other, including capital lease obligations	10,056	7,005
	$ 220,516	$ 191,868
Less current maturities	(10,874)	(701)
	$ 209,642	$ 191,167

On January 28, 1997, the Company issued $150 million in notes due in 2007 at an interest rate of 7.25%. The net proceeds were used to repay all amounts outstanding under the Company's revolving credit facility, to repay other short-term indebtedness, and for general corporate purposes.

In 1997, the Company amended its revolving credit facility with various banks to reduce the amount from $150 million to $125 million. As of December 31, 1997, $123 million was available under this facility. The Company has available unsecured lines of credit from banks of $20 million, of which $18.5 million was available as of December 31, 1997.

At December 31, 1997, letters of credit amounting to $19.5 million were outstanding, primarily to provide security under insurance arrangements and certain borrowings.

The weighted average interest rates on the revenue bonds for 1997 and 1996 were 4.2% and 3.5%, respectively.

The debt facilities contain various restrictive covenants and limitations, all of which were complied with in 1997 and 1996. The industrial development and revenue bonds are collateralized by the facilities and equipment acquired through the proceeds of the related bond issuances.

Cash payments for interest were $12.3 million in 1997, $6.9 million in 1996, and $5.9 million in 1995.

The aggregate amount of long-term debt maturing in each of the next five years is approximately $10.9 million in 1998, $11.4 million in 1999 through 2001, and $10.4 million in 2002.

ACQUISITIONS

In each of the last three years, the Company has completed various acquisitions, all of which have been accounted for as purchases. Results of operations for these acquisitions, which have been included in the consolidated financial statements since their respective acquisition dates, did not have a material effect on consolidated operating results of the Company in the years of acquisition.

SHAREHOLDERS' EQUITY

On October 4, 1996, the Company's Board of Directors authorized a two-for-one stock split which was completed on January 15, 1997, to shareholders of record on January 2, 1997. The split resulted in the issuance of 19,665,312 new shares of common stock including 4,489,650 shares issued as treasury shares. In addition, authorized shares were increased from 25,000,000 to 50,000,000. All references in the financial statements to average number of shares outstanding and related prices, per share amounts, and stock option plan data have been restated to reflect the split.

The Company has a Shareholders' Rights Agreement which is designed to protect shareholder investment values. A dividend distribution of one Preferred Stock Purchase Right for each outstanding share of the Company's common stock was declared, payable to shareholders of record on March 3, 1989. The Rights will become exercisable under certain circumstances, including the acquisition of 25% of the Company's common stock, or 40% of the voting power, in which case all rights holders except the acquiror may purchase the Company's common stock at a 50% discount. If the Company is acquired in a merger or other business combination, and the Rights have not been redeemed, rights holders may purchase the acquiror's shares at a 50% discount. On August 7, 1996, the Company amended the Shareholders' Rights Agreement to, among other things, extend the term of the Rights until August 6, 2006.

Common shareholders of record on May 30, 1986 are entitled to five votes per share. Common stock acquired subsequent to that date entitles the holder to one vote per share until held four years, after which time the holder is entitled to five votes.

EMPLOYEE STOCK OPTIONS & INCENTIVE PLAN

The Company maintains an Executive Incentive Program for executives and certain other employees of the Company and its operating divisions and subsidiaries. The Program contains a plan, for those who are eligible, to receive cash bonuses and/or shares of restricted stock. The Program also has a stock option plan available to certain employees who are not eligible to receive cash or restricted stock awards.

At December 31, 1997, 24,885 nonvested shares were outstanding and 2,190,266 shares were available for issuance under the Company's restricted stock plan.

The activity under the stock option plan is as follows:

	NUMBER OF SHARES	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding at December 31, 1994	1,253,272	$ 11.60
Options granted	442,000	17.87
Options exercised	(211,476)	9.49
Options surrendered	(4,798)	12.32
Outstanding at December 31, 1995	1,478,998	$ 13.77
Options granted	396,000	20.73
Options exercised	(175,892)	10.05
Options surrendered	(2,276)	12.32
Outstanding at December 31, 1996	1,696,830	15.77
Options granted	214,000	29.50
Options exercised	(340,584)	11.71
Outstanding at December 31, 1997	1,570,246	18.52
Available for grant at December 31, 1997	74,182	

The following tables summarize information about stock options outstanding as of December 31, 1997:

Options Outstanding:

RANGE OF EXERCISE PRICES	NUMBER OUTSTANDING	WEIGHTED AVERAGE REMAINING YRS.	WEIGHTED AVERAGE EXERCISE PRICE
$ 8.07-9.78	175,732	4.5	$ 9.01
12.32-17.25	367,182	6.6	15.07
17.32-19.63	392,000	8.0	17.63
19.88-29.50	635,332	9.3	23.69
	1,570,246		

Options Exercisable:

RANGE OF EXERCISE PRICES	NUMBER EXERCISABLE	WEIGHTED AVERAGE EXERCISE PRICE
$ 8.07-9.78	175,732	$ 9.01
12.32-17.25	367,182	15.07
17.32-19.63	392,000	17.63
19.88-29.50	362,221	22.47
	1,297,135	

At December 31, 1996, 1,285,497 options were exercisable at a weighted average price of $14.52.

In accordance with the provisions of SFAS No. 123, "Accounting for Stock-Based Compensation," the Company applies APB Opinion 25 and related interpretations in accounting for its stock compensation plans and, accordingly, does not recognize compensation cost for its stock option plan. Compensation cost was estimated using the Black-Scholes model with the following assumptions:
dividend yield of 1.75 percent;

a life of 7 years; volatility of 24 percent; and risk-free interest rate of 6 percent. The weighted-average fair value of those stock options granted in 1997, 1996, and 1995 was $9.61, $6.75, and $5.82, respectively. If the Company had elected to recognize compensation cost based on the fair value of the options granted at grant date as prescribed by SFAS No. 123, the pro forma effect on net earnings and earnings per share, in 1997 ,1996 and 1995, would have been approximately $1.5 million or $.05 per share, $1.1 million or $.03 per share and $0.5 million or $.02 per share, respectively. Pursuant to the transition provisions of SFAS No. 123, the pro forma effect includes only the vested portion of options granted during and after 1995. Options vest over a three year period.

RETIREMENT PLANS

The Company maintains defined benefit retirement plans for the majority of its employees. Benefits are based primarily on years of service and earnings of the employee. Plan assets consist primarily of publicly-listed common stocks and corporate bonds.

Pension expense includes:

In Thousands	1997	1996	1995
Service cost	$ 4,366	$ 3,374	$ 2,335
Interest cost on projected benefit obligation	6,734	6,122	5,682
Actual return on plan assets	(17,976)	(12,376)	(16,338)
Net amortization and deferral	10,496	5,856	10,318
Total pension expense	$ 3,620	$ 2,976	$ 1,997

The funded status of the plans at December 31 was:

In Thousands	1997	1996
Actuarial present value of accumulated benefit obligation		
Vested	$ 80,936	$ 72,709
Non-vested	6,362	1,435
	$ 87,298	$ 74,144
Plan assets at fair value	$ 104,015	$ 90,737
Projected benefit obligation	(99,551)	(86,135)
Plan assets in excess of projected benefit obligation	4,464	4,602
Unamortized transition asset	(3,589)	(4,285)
Unrecognized prior service costs	(3,889)	3,031
Unrecognized net gains	(9,078)	(11,695)
Accrued pension expense	$ (12,092)	$ (8,347)

The projected benefit obligation was determined using an assumed discount rate of 7.25% in 1997 and 7.75% in 1996 and 1995. The assumed rate of compensation increase was 4% in 1997 and 4.5% in 1996 and 1995; and the expected rate of return on plan assets was 8.75% in 1997, 1996, and 1995.

Additionally, the Company maintains a retirement savings plan covering substantially all employees other than those employees under collective bargaining agreements. Plan expense was $4.7 million, $3.2 million, and $2.7 million, in 1997, 1996, and 1995, respectively.

The Company also has a limited number of unfunded post-retirement benefit programs for which the expense, inclusive of the components of service costs, interest costs and the amortization of the unrecognized transition obligation, was approximately $0.4 million in 1997 and $0.6 million in 1996 and 1995. The present value of the Company's obligation under these plans is not significant.

INCOME TAXES

The provision for income taxes was as follows:

In Thousands	1997	1996	1995
Currently payable			
Federal	$ 39,262	$ 27,954	$ 24,828
State, local and other	8,242	9,788	7,742
	$ 47,504	$ 37,742	$ 32,570
Deferred (benefit)			
Federal	$ (1,363)	$ (1,238)	$ (3,563)
State, local and other	(23)	(144)	(230)
	$ (1,386)	$ (1,382)	$ (3,793)
Total Provision	$ 46,118	$ 36,360	$ 28,777

Deferred tax assets (liabilities) are comprised of the following at December 31:

In Thousands	1997	1996
Product warranty	$ 35,346	$ 34,232
Inventory reserves	3,197	2,703
Doubtful receivables	1,719	2,423
Employee benefits	12,114	7,206
Other, net	12,088	9,699
Deferred assets	$ 64,464	$ 56,263
Depreciation	$ (37,394)	$ (29,037)
Other, net	(1,606)	(376)
Deferred liabilities	(39,000)	(29,413)
Net deferred tax assets	$ 25,464	$ 26,850

No valuation allowance is required for the deferred tax assets based on the Company's past tax payments and estimated future taxable income.

A reconciliation of taxes computed at the statutory rate with the tax provision is as follows:

In Thousands	1997	1996	1995
Federal income taxes at statutory rate	$ 40,875	$ 32,214	$ 25,500
State income taxes, net of federal income tax benefit	3,842	2,912	2,706
Other, net	1,401	1,234	571
	$ 46,118	$ 36,360	$ 28,777
Effective income tax rate	39.5%	39.5%	39.5%

Cash payments for income taxes were $30.7 million, $40.5 million, and $28.7 million in 1997, 1996, and 1995, respectively.

SEGMENT INFORMATION

The Company's operations are classified into the following business segments:

CONSTRUCTION MATERIALS--the principal products of this segment are rubber, plastic and fleece back sheeting used predominantly on non-residential flat roofs and related roofing accessories, including flashings, fasteners, sealing tapes, coatings and waterproofings. The markets served include new construction, re-roofing and maintenance of low slope roofs, water containment, HVAC sealants, and coatings and waterproofings.

TRANSPORTATION PRODUCTS--the principal products of this segment are heavy duty friction and braking systems for truck and off-highway equipment, rubber and plastic automotive components, high grade aerospace wire and specialty electronic cable, specialty trailers, self-contained ISO 40-foot perishable cargo shipping containers, standard and custom-built high payload trailers and dump bodies. Customers include truck OEMs, shipping lines, heavy equipment and truck dealers and aftermarket distributors, commercial haulers, automotive OEMs and systems suppliers, and dairy product distributors.

GENERAL INDUSTRY--the principal products of this segment include small bias-ply rubber tires, stamped and roll-formed wheels, commercial and institutional plastic foodservice permanentware and catering equipment, fiber glass and composite material trays and dishes, ceramic tableware, specialty rubber and plastic cleaning brushes and stainless steel processing equipment and their related process control systems. Customers include golf car manufacturers, power equipment manufacturers, boat and utility trailer manufacturers, food service distributors and dealers, and dairy and pharmaceutical processors.

CORPORATE--includes general corporate and idle property expenses. Corporate assets consist primarily of cash and cash equivalents, facilities, and other invested assets.

Financial information for operations by reportable business segment is included in the following summary:

In Thousands

	SALES	EARNINGS BEFORE INCOME TAXES	ASSETS	DEPREC. & AMORT.	CAPITAL SPENDING
1997					
Construction Materials	$ 322,228	$ 49,398	$ 177,270	$ 6,401	$ 8,109
Transportation Products	521,181	45,101	338,770	16,738	24,856
General Industry	417,141	50,912	320,205	14,723	26,357
Interest, net	--	(15,337)	--	--	--
Corporate	--	(13,290)	24,971	893	209
	$ 1,260,550	$ 116,784	$ 861,216	$ 38,755	$ 59,531
1996					
Construction Materials	$ 325,165	$ 43,582	$ 183,836	$ 6,220	$ 6,580
Transportation Products	371,517	27,495	309,125	11,637	16,960
General Industry	320,813	40,260	225,282	11,201	11,360
Interest, net	--	(8,396)	--	--	--
Corporate	--	(10,901)	24,220	700	90
	$ 1,017,495	$ 92,040	$ 742,463	$ 29,758	$ 34,990
1995					
Construction Materials	$ 308,327	$ 36,676	$ 169,476	$ 5,810	$ 9,622
Transportation Products	278,867	20,241	210,700	9,617	14,175
General Industry	235,340	29,627	143,606	7,076	13,404
Interest, net	--	(4,055)	--	--	--
Corporate	--	(9,631)	18,641	727	266
	$ 822,534	$ 72,858	$ 542,423	$ 23,230	$ 37,467

QUARTERLY FINANCIAL DATA
(In thousands except per share data) (unaudited)

	FIRST	SECOND	THIRD	FOURTH	YEAR
1997					
Net sales	$ 287,819	337,372	315,707	319,652	$ 1,260,550
Gross margin	$ 63,592	76,712	75,089	71,068	$ 286,461
Operating expenses	$ 38,319	38,925	40,273	41,553	$ 159,070
Net earnings	$ 13,421	20,980	19,518	16,747	$ 70,666
Basic earnings per share(1)	$ 0.44	0.69	0.65	0.56	$ 2.34
Diluted earnings per share(1)	$ 0.43	0.68	0.63	0.54	$ 2.28
Dividends per share	$ 0.1225	0.1225	0.1400	0.1400	$ 0.5250
Stock price:					
High	$ 35 5/8	37	46 7/8	46 3/4	
Low	$ 29 1/4	27	34 3/4	39 5/8	
1996					
Net sales	$ 225,121	262,315	252,603	277,456	$ 1,017,495
Gross margin	$ 52,371	64,484	62,638	58,205	$ 237,698
Operating expenses	$ 33,733	35,273	35,551	36,019	$ 140,576
Net earnings	$ 10,639	16,441	15,461	13,139	$ 55,680
Basic earnings per share(1)	$ 0.35	0.54	0.51	0.43	$ 1.84
Diluted earnings per share(1)	$ 0.35	0.53	0.50	0.42	$ 1.80
Dividends per share	$ 0.1100	0.1100	0.1225	0.1225	0.4650
Stock price:					
High	$ 22 9/16	28 3/16	28 1/16	30 1/2	
Low	$ 19 1/16	21 5/8	24 1/4	26 7/8	

(1) The 1996 and first three quarters of 1997 earnings per share amounts have been restated to comply with Statement of Financial Accounting Standards No. 128, "Earnings Per Share."

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Board of Directors of
Carlisle Companies Incorporated:

We have audited the accompanying consolidated balance sheets of Carlisle Companies Incorporated (a Delaware corporation) and subsidiaries as of December 31, 1997 and 1996 and the related consolidated statements of earnings, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 1997. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Carlisle Companies Incorporated and subsidiaries as of December 31, 1997 and 1996, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1997, in conformity with generally accepted accounting principles.

Arthur Andersen LLP

/s/ Arthur Andersen LLP

New York, New York
January 26, 1998

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CARLISLE COMPANIES INCORPORATED

/s/ Dennis J. Hall

By: Dennis J. Hall, President and a Director

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

/s/ Stephen P. Munn

Stephen P. Munn, Chairman, Chief Executive Officer and a Director (Principal Executive Officer)

/s/ Robert J. Ryan, Jr.

Robert J. Ryan, Jr., Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

March 9, 1998

/s/ Peter F. Krogh

Peter F. Krogh, Director

/s/ Donald G. Calder

Donald G. Calder, Director

/s/ Paul J. Choquette, Jr.

Paul J. Choquette, Jr. Director

/s/ Henry J. Forrest

Henry J. Forrest, Director

End of Filing

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