SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For The Quarterly Period Ended June 30, 1998

Commission File Number 1-8036

THE WEST COMPANY, INCORPORATED

(Exact name of registrant as specified in its charter)

Pennsylvania	23-1210010
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
101 Gordon Drive, PO Box 645, Lionville, PA	19341-0645
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code 610-594-2900

N/A

Former name, former address and former fiscal year, if changed since last report.

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 twelve months, and (2) has been subject to such filing requirements for the past 90 days. Yes X . No .

June 30, 1998 -- 16,998,327

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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and Six Months Ended June 30, 1998

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Part I. Financial Information
Item 1. Financial Statements
The West Company, Incorporated and Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)
(in thousands, except per share data)

	Quarter Ended				Six Months Ended			
	June 30, 1998		June 30, 1997		June 30, 1998		June 30, 1997	
Net sales	$115,800	100%	$123,100	100%	$221,000	100%	$237,800	100%
Cost of goods sold	81,000	70	86,800	70	154,900	70	168,800	71
Gross profit	34,800	30	36,300	30	66,100	30	69,000	29
Selling, general and administrative expenses	18,400	16	19,100	16	35,200	16	37,100	16
Acquired research and development	-	-	-	-	28,200	13	-	-
Other (income), net	(800)	(1)	(200)	-	(1,400)	(1)	(500)	-
Operating profit	17,200	15	17,400	14	4,100	2	32,400	13
Interest expense	1,900	2	1,400	1	3,100	1	2,800	1
Income before income taxes and minority interests	15,300	13	16,000	13	1,000	1	29,600	12
Provision for income taxes	5,800	5	6,200	5	11,200	5	11,300	5
Minority interests	100	-	-	-	100	-	100	-
Income (loss) from consolidated operations	9,400	8%	9,800	8%	(10,300)	(4)%	18,200	7%
Equity in net income of affiliated companies	500		300		500		300	
Net income (loss)	$ 9,900		$10,100		$ (9,800)		$ 18,500	
Net income (loss) per share:								
Basic	$ .58		$ .61		$(0.59)		$ 1.12	

Assuming dilution	$ .58	$ .61	$(0.59)	$ 1.12
Average common shares outstanding basic	16,991	16,451	16,798	16,430

Average shares assuming dilution	17,071	16,583	16,798	16,554

See accompanying notes to consolidated financial statements.

The West Company, Incorporated and Subsidiaries
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)

ASSETS	Unaudited June 30, 1998	Audited Dec. 31, 1997
Current assets:		
Cash, including equivalents	$ 48,600	$ 52,300
Accounts receivable, less allowance	69,800	60,400
Inventories	42,800	38,300
Current deferred income tax benefits	9,500	9,400
Other current assets	11,200	10,300
Total current assets	181,900	170,700
Net property, plant and equipment	205,600	202,200
Investments in affiliated companies	15,000	22,700
Goodwill	60,200	51,600
Deferred charges and other assets	33,800	30,700
Total Assets	$496,500	$ 477,900
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 700	$ 700
Notes payable	15,700	900
Accounts payable	15,700	18,600
Accrued expenses:		
Salaries, wages, benefits	12,400	13,400
Income taxes payable	7,100	5,400
Other current liabilities	23,600	19,000
Total current liabilities	75,200	58,000
Long-term debt, excluding current portion	95,200	87,400
Deferred income taxes	30,300	30,100
Other long-term liabilities	24,700	24,700
Shareholders' equity	271,200	277,700
Total Liabilities and Shareholders' Equity	$496,500	$ 477,900

See accompanying notes to interim financial statements.

The West Company Incorporated and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(in thousands)

	Six Months Ended June 30, 1998	Six Months Ended June 30, 1997
Cash flows from operating activities:		
Net income, plus net non-cash items	$ 31,500	$ 33,500
Changes in assets and liabilities	(15,200)	1,400
Net cash provided by operating activities	16,300	34,900
Cash flows from investing activities:		
Property, plant and equipment acquired	(18,700)	(14,900)
Proceeds from sale of assets	800	200
Payment for acquisitions, net of cash acquired	(6,900)	-
Customer advances, net of repayments	1,000	-
Net cash provided by (used in) investing activities	(23,800)	(14,700)
Cash flows from financing activities:		
Net borrowings under line of credit	9,700	-
Repayment of long-term debt	(1,900)	(1,100)
Notes payable, net	(500)	(600)
Dividend payments	(5,000)	(4,600)
Sale (purchase) of common stock, net	1,800	1,300
Net cash provided by (used in) financing activities	4,100	(5,000)
Effect of exchange rates on cash	(300)	(1,100)
Net (decrease) increase in cash, including equivalents	$ (3,700)	$ 14,100

See accompanying notes to interim financial statements.

The West Company, Incorporated and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

The interim consolidated financial statements for the period ended June 30, 1998 should be read in conjunction with the consolidated financial statements and notes thereto of The West Company, Incorporated appearing in the Company's 1997 Annual Report on Form 10-K. The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles. Interim results are based on the Company's accounts without audit.

1. Interim Period Accounting Policy

   In the opinion of management, the unaudited Condensed Consolidated Balance Sheet as of June 30, 1998 and the related unaudited Consolidated Statement of Operations for the three and six month period then ended, and the unaudited Condensed Consolidated Statement of Cash Flows for the six month period then ended and for the comparative period in 1997 contain all adjustments, consisting only of normal recurring accruals, necessary to present fairly the financial position as of June 30, 1998 and the results of operations and cash flows for the respective periods. The results of operations for any interim period are not necessarily indicative of results for the full year.

   Operating Expenses

   To better relate costs to benefits received or activity in an interim period, certain operating expenses have been annualized for interim reporting purposes. Such expenses include depreciation due to use of the half year convention, certain employee benefit costs, annual quantity discounts, and advertising.

Income Taxes

The tax rate used for interim periods is the estimated annual effective consolidated tax rate, based on the current estimate of full year results (excluding the charge for acquired research and development), except that taxes applicable to operating results in Brazil and prior year adjustments, if any, are recorded as identified.

Net Loss Per Share

For the first six months ended June 30, 1998, because of the reported net loss, the incremental shares from potential issuance of common stock under the Company's stock option and award plan are not included in average shares assuming dilution.

2. Inventories at June 30, 1998 and December 31, 1997 are summarized as follows:

(in thousands)	1998	1997
Finished goods	$ 17,000	$ 15,800
Work in process	10,500	8,100
Raw materials	15,300	14,400
	$ 42,800	$ 38,300

3. The carrying value of property, plant and equipment at June 30, 1998 and December 31, 1997 is determined as follows:

(in thousands)	1998	1997
Property, plant and equipment	$444,400	$428,600
Less accumulated depreciation	238,800	226,400
Net property, plant and equipment	$205,600	$202,200

4. In 1998, the Company adopted Statement of Financial Accounting Standard (SFAS) No. 130, Reporting Comprehensive Income, which establishes standards for the disclosure of comprehensive income and its components. Comprehensive income is the total of net income and other revenue, expenses, gains and losses for the period which are excluded from net income under generally accepted accounting principles. For the three and six months ended June 30, 1998 and 1997, the Company's comprehensive income (loss) is as follows:

	Three Months Ended		Six Months Ended	
	6/30/98	6/30/97	6/30/98	6/30/97
Net income (loss)	$9,900	$ 10,100	$(9,800)	$18,500

Foreign currency translation adjustments	(100)	(2,300)	(2,700)	(8,100)
Comprehensive income (loss)	$9,800	$7,800	$(12,500)	$10,400

In 1997, the Financial Accounting Standards Board (FASB) issued SFAS No. 131, "Disclosure about Segments of an Enterprise and Related Information". As required by the standard, the Company will begin reporting under SFAS No. 131 in its 1998 Annual Report.

On June 16, 1998, the FASB issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activity". The statement is effective for fiscal years beginning after June 15, 1999. The new standard requires companies to record derivatives on the balance sheet as assets or liabilities, measured at fair value. Gains or losses resulting from changes in the values of those derivatives would be accounted for depending on the use of the derivative and whether it qualifies for hedge accounting. The impact that this accounting standard will have on the Company's financial position and results of operations cannot be determined at this time.

On March 4, 1998, the American Institute of Certified Public Accountants issued Statement of Position 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use. This statement establishes standards for determining the internal and external costs of developing software for internal use which must be capitalized and amortized over the useful life of the software. The Company adopted this Statement, but the effect was not material on the quarter or year-to-date financial statements.

5. Common stock issued at June 30, 1998 was 17,165,141 shares, of which 166,814 shares were held in treasury. Dividends of $.15 per common share were paid in the second quarter of 1998, and a dividend of $.15 per share payable to holders of record on July 22, 1998 was declared on April 28, 1998.

6. The Company has accrued the estimated cost of environmental compliance expenses related to soil or ground water contamination at current and former manufacturing facilities. The ultimate cost to be incurred by the Company and the timing of such payments cannot be fully determined. However, based on consultants' estimates of the costs of remediation in accordance with applicable regulatory requirements, the Company believes the accrued liability of $1.4 million at June 30, 1998 is sufficient to cover the future costs of these

remedial actions, which will be carried out over the next two to five years. The Company has not anticipated any possible recovery from insurance or other sources.

7. At June 30, 1998 the cumulative number of employees terminated in accordance with the restructuring plan announced on March 29, 1996 was 225 and total payout of severance and benefits was $7.0 million. Restructuring activities, except for the sale of one building and certain excess equipment and payout of remaining severance, have been completed.

8. On March 31, 1998, the Company acquired for approximately BPS 20 million ($33.5 million at March 31, 1998) the remaining 70% interest in DanBioSyst U.K. Ltd. ("DBS"), making DBS a wholly-owned subsidiary. This transaction is accounted for by the purchase method, and was financed with cash of $9.4 million, 320,406 shares of restricted common stock valued at $8.7 million, and short-term notes of $15.4 million. The allocation of the purchase price follows:

(in millions)	
Current assets	$1.3
Equipment and leasehold improvements	.8
In-process research & development	28.2
Other intangibles	.4
Goodwill	2.8

Estimated in-process research and development was written off at the date of acquisition. Operating results of DBS were consolidated beginning on April 1, 1998.

On July 1, 1998 the Company acquired Betraine, Ltd. for BPS 7.2 million ($11.8 million at July 1, 1998) Betraine manufacturers precision injection molded plastic components for the healthcare and consumer product industries. The acquisition will be accounted for as a purchase and will be consolidated beginning on July 1, 1998.

The acquisitions described above would not have materially affected sales or earnings on the historical financial statements presented, had the business combinations been consummated at the beginning of the period.

Item 2.

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

Results of Operations for the Three and Six Month Periods Ended June 30, 1998 Versus Comparable 1997 Periods

Net Sales

Net sales for the second quarter of 1998 were $115.8 million, a 6% decrease compared with net sales of $123.1 million for the same quarter in 1997. The anticipated sales decline was caused by lower sales in U.S. markets and the strength of the U.S. dollar. U.S. sales declines are attributable to: reduced product sales to several key healthcare market customers in part due to customers' inventory level reductions, lower sales of contract packaging and manufacturing services largely due to customers' supply of a larger portion of materials used in 1998 production, and reduced sales in consumer markets, a combination of lower resin prices and loss of business at two accounts to competitors. Healthcare product sales increased in European markets; however, sales comparisons were flat for the quarter in Latin

America and Asia Pacific regions.

Net sales for the six months were $221.0 million, or 7%, lower in 1998 compared with 1997 net sales of $237.8 million. The major unfavorable variance was in domestic markets for the reasons noted above. In addition, the strong U.S. dollar reduced reported sales dollars from international operations, more than offsetting increased volume in Europe and Asia Pacific.

Gross Profit

Gross profit margins continued to improve for the second quarter and the six month period. Margins for the second quarter improved to 30.1% of net sales compared with 29.5% for the same period in 1997 and 29.8% in the first quarter of 1998. The gross margin for the 1998 six month period was 29.9% compared with 29.0% in 1997. The Company continues to accrue benefits from emphasis on efficiencies and cost savings programs and from improved margins on sales of contract services.

Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses decreased by $0.7 million for the quarter, but as a percentage of net sales rose slightly. SG&A expenses decreased primarily because of the impact of lower pension costs due to higher income on pension plan assets, lower cost of other employee benefits and exchange rates due to the stronger U.S. dollar. These favorable variances were partly offset by SG&A expenses associated with DanBioSyst UK Ltd. (DBS), which was consolidated in the Company's financial statements

for the first time beginning on April 1, 1998. The same items impacted SG&A expenses in the six month period comparisons. SG&A expenses decreased $1.9 million for first six months of 1998 and as a percentage of net sales rose slightly due to the lower sales.

Acquired Research and Development

The information contained in Note 8 to the Consolidated Financial Statements, which is incorporated herein by reference, describes the Company's acquisition of DBS and the allocation of the purchase price based on an appraisal. Acquired in-process research and development expense of $28.2 million was expensed, as required, at the time of purchase.

Other Income and Expense

Other income increased in the second quarter and six months period, reflecting interest income earned on higher average temporary cash investments during the periods.

Interest Expense and Equity in Affiliates

Interest expense increased in the second quarter and six month period comparisons, due to additional debt associated with the DBS acquisition.

Equity in DBS losses before the March 31, 1998 acquisition were included in equity in affiliates' income/losses. Consolidation of DBS operating results from April 1, 1998 coupled with improved sales in the Company's so Mexican affiliates were responsible for the favorable comparison to second quarter

1997 income from equity in affiliates.

For the six months 1998, improvement in first quarter sales and margins at Daikyo Seiko, Ltd., a Japanese Company in which the Company holds a 25% equity stake, and the consolidation of DBS accounts for the improvement compared with 1997. The second quarter improvement in results of the Mexican affiliates offset the first quarter unfavorable exchange rate impact related to these affilates.

Taxes

The effective tax rate for the first six months of 1998 was 38.5%,

excluding the charge for the acquired research and development. This is significantly higher than the annual effective rate of 23.2% for the year 1997, which was affected by two, third-quarter 1997 events: a tax reorganization of the Company's German subsidiaries and repatriation of cash dividends from certain subsidiaries. These two events resulted in a net benefit of $7.9 million to the Company in 1997; excluding this net benefit, the 1997 effective tax rate was 37%. The expected increase in the 1998 tax rate reflects the geographic mix of earnings.

Net Income

The net income for the second quarter 1998 was $9.9 million, or $.58 per share, compared with net income of $10.1 million, or $.61 per share, in 1997.

Net loss for the six months 1998 was $9.8 million, or $.59 per share. The loss is a result of a charge of $28.2 million, or $1.69 per share for in process research and development associated with the acquisition of DBS. Excluding this charge, net income for the six months would have been $18.4 million, or $1.10 per share, compared with net income of $18.5 million, or $1.12 per share, in 1997.

Financial Position

Working capital at June 30, 1998 was $106.7 million compared with $112.7 million at December 31, 1997. The working capital ratio at June 30, 1998 was 2.42 to 1. Cash provided from operations, stock option exercises, and other available cash were used to fund capital expenditures, make dividend payments of $.30 per share.

The Company borrowed a net $6.9 million for a portion of the cash required for the DBS acquisition, (see disclosure on the acquisition in Note 8 to the Consolidated Financial Statements). In addition, the sellers received a portion of the purchase price, 15.4 million, in short-term notes and 320,406 shares of common stock.

Short-term debt of $9.7 million borrowed under a short-term line of credit was classified as long-term because of the Company's intent to renew the borrowings using available long-term credit facilities. Total debt as a percentage of total invested capital was 29.1% at June 30, 1998, compared with 24.2% at December 31, 1997.

At June 30, 1998 the Company had available unused lines of credit of $113.8 million.

This available borrowing capacity and cash flow from operations is adequate, in the opinion of management, to meet estimated cash requirements and fund future growth.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Not applicable. This requirement will become effective for all filings that include annual financial statements for years ending after June 15, 1998.

Part II - Other Information

Item 1. Legal Proceedings

None.

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

(a) The Company held its annual meeting of shareholders on April 30, 1998.

(c) Class I directors (with a term expiring in 2001) were elected by a vote of:

	For	Against
George W. Ebright	11,492,448	43,887
L. Robert Johnson	11,495,291	41,047
John P. Neafsey	11,495,291	41,047
Geoffrey F. Worden	11,495,291	41,047

Tenley E. Albright, John W. Conway, William G. Little William H. Longfield, Monroe E. Trout, Anthony Welters, William G. Little, and J. Roffe Wike II continued their term of office after the meeting.

The appointment of PricewaterhouseCoopersLLP as the Company's independent accountants for the year ending December 1998 was approved by a vote of 11,501,086 for the appointment and 28,409 against, with 6,839 abstentions.

The 1998 Key Employee Incentive Compensation Plan was approved by a vote of 8,089,133 for the Plan and 2,268,104 against, with 23,014 abstentions.

Item 6. Exhibits and Reports on Form 8-K

(a) See Index to Exhibits on pages F-1 and F-2 of this Report.

(b) No reports on Form 8-K have been filed for the quarter ended June 30, 1998.

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.

THE WEST COMPANY, INCORPORATED
(Registrant)

August 14, 1998	/s/ Steven A. Ellers
Date	(Signature)
	Steven A. Ellers Senior Vice President, Finance and Administration (Chief Financial Officer)

INDEX TO EXHIBITS

Exhibit Number	
(3) (a)	Restated Articles of Incorporation of the Company, incorporated by reference to Exhibit (4) to the Company's Registration Statement on Form S-8 (Registration No. 33-37825).
(3) (b)	Bylaws of the Company, as amended and restated December 13, 1994, incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 1-8036).
(4) (a)	Form of stock certificate for common stock incorporated by reference to Exhibit (3) (b) to the Company's Annual Report on Form 10-K for the year ended December 31, 1989 (File No. 1-8036).
(4) (b)	Flip-In Rights Agreement between the Company and American Stock Transfer & Trust Company, as Rights Agent, dated as of January 16, 1990, incorporated by reference to Exhibit 1 to the Company's Form 8-A Registration Statement (File No. 1-8036).
(4) (c)	Flip-Over Rights Agreement between the Company and American Stock Transfer & Trust Company, as Rights Agent, dated as of January

16, 1990, incorporated by reference to Exhibit 2 to the Company's Form 8-A Registration Statement (File No. 1-8036).

(9) None.

(10) (a) Non-Qualified Stock Option Plan for Non-Employee Directors, as amended as of April 28, 1998, incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 1998 (File No.1-8036).

(10) (b) Form of amended and restated agreement between the Company and certain of its executive officers, incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 1998 (File No.1-8036).

(10) (c) Schedule of agreements with executive officers, incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 1998 (File No.1-8036).

Exhibit
Number

(10) (d) Amendment No. 2 to Retirement Plan for Non-Employee Directors of the Company, dated April 28, 1998, incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 1998 (File No.1-8036).

(10) (e) Amendment No. 2 to Non-Qualified Deferred Compensation Plan for Designated Executive Officers dated April 28, 1998, incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 1998 (File No.1-8036).

(10) (f) Amendment No. 1 Non-qualified Deferred Compensation Plan for Outside Directors, incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 1998 (File No.1-8036).

(11) Not Applicable.

(12) Not Applicable.

(15) None.

(16) Not applicable.

(18) None.

(19) None.

(22) None.

(23) None.

(24) None.

(27) Financial Data Schedule

(99) None.

F-2

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