

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933
CUMMINS ENGINE COMPANY, INC.

(Exact name of registrant as specified in its charter)

Indiana

35-0257090

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer Identification No.)

500 Jackson Street, Box 3005, Columbus, Indiana 47202-3005
(Address of Principal Executive Offices) (Zip Code)

CUMMINS ENGINE COMPANY, INC.
EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

Pamela F. Carter
Vice President - General Counsel and Secretary
Cummins Engine Company, Inc.
500 Jackson Street
Box 3005
Columbus, Indiana 47202-3005
(Name and address of agent for service)

812-377-3519
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share*	Proposed maximum aggregate offering price*	Amount of registration fee
Common Stock, par value \$2.50 per share	500,000 Shares	\$36.91	\$18,455,000	\$5,130.49

*Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 by utilizing the average of the high and low prices on the New York Stock Exchange Composite Tape on November 13, 1998.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The documents listed below have been filed by the Corporation with the Commission and are incorporated herein by reference:

(a) The Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1997.

(b) The Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 1998.

(c) The Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 1998.

(d) The Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended September 27, 1998.

(e) The description of the common stock, par value \$2.50 per share, of the Corporation (the "Common Stock"), included in the Corporation's Registration Statement No. 333-42687 on Form S-3, filed under the Securities Act of 1933 (the "1933 Act").

All documents filed by the Corporation pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all Common Stock offered hereby has been sold, or which deregisters all such Common Stock then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 6. Indemnification of Directors and Officers

Article VI of the By-laws of the Corporation sets forth certain rights of the directors and officers of the Corporation to indemnification.

Section 23-1-37 of the Indiana Code provides that Indiana corporations have the power to indemnify their directors, officers, employees and agents against certain expenses and liabilities in connection with actions, suits and proceedings and the power to maintain certain insurance policies against liabilities incurred by such officers, directors, employees and agents.

The Corporation maintains insurance policies that provide for indemnification of directors, officers, employees and agents against certain liabilities.

Item 8. Exhibits

Exhibit No.

- | | |
|----|----------------------------------|
| 23 | - Consent of Arthur Andersen LLP |
| 24 | - Power of Attorney |

Item 9. Undertakings

1. The Corporation hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; PROVIDED, HOWEVER, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Corporation pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The Corporation hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Corporation's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(PAGE)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Corporation certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Indiana on the 17th day of November, 1998.

CUMMINS ENGINE COMPANY, INC.

by: /s/ Pamela F. Carter

Pamela F. Carter
Vice President - General
Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 17th day of November, 1998.

Signatures

*	
_____ J. A. Henderson	Director and Chief Executive Officer (Principal Executive Officer)
*	
_____ T. M. Solso	Director and President and Chief Operating Officer
*	
_____ H. Brown	Director
*	
_____ R. J. Darnall	Director
*	
_____ J. M. Deutch	Director
*	
_____ W. Y. Elisha	Director
*	
_____ H. H. Gray	Director

*	_____ W. I. Miller	Director
*	_____ R. J. Mills	Vice President-Corporate Controller (Principal Accounting Officer)
*	_____ K. M. Patel	Vice President and Chief Financial Officer
*	_____ W. D. Ruckelshaus	Director
*	_____ H. B. Schacht	Director
*	_____ F. A. Thomas	Director
*	_____ J. L. Wilson	Director

*By: /s/Pamela F. Carter

Pamela F. Carter
Attorney-in-fact

EXHIBIT INDEX

Exhibit Number	Description	Page
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CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 26, 1998 included in Cummins Engine Company, Inc.'s Form 10-K for the year ended December 31, 1997 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Chicago, Illinois
November 13, 1998

CUMMINS ENGINE COMPANY, INC.
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Kiran M. Patel and Pamela F. Carter and each of them, with full power to act without the other, as his true and lawful attorney-in-fact and agent, with full and several powers of substitution and resubstitution for him in his name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 to be filed under the Securities Act of 1933 by Cummins Engine Company, Inc. (the "Corporation") in connection with the offering of the Corporation's Common Stock to employees pursuant the Corporation's Employee Stock Purchase Plan and any and all amendments (including post-effective amendments) to such Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: July 9, 1998

/s/James A. Henderson

James A. Henderson
Director and
Chief Executive OfficerCUMMINS ENGINE COMPANY, INC.
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Kiran M. Patel and Pamela F. Carter and each of them, with full power to act without the other, as his true and lawful attorney-in-fact and agent, with full and several powers of substitution and resubstitution for him in his name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 to be filed under the Securities Act of 1933 by Cummins Engine Company, Inc. (the "Corporation") in connection with the offering of the Corporation's Common Stock to employees pursuant the Corporation's Employee Stock Purchase Plan and any and all amendments (including post-effective amendments) to such Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: July 9, 1998

/s/Theodore M. Solso

Theodore M. Solso
Director and President and
Chief Operating Officer

CUMMINS ENGINE COMPANY, INC.
POWER OF ATTORNEY

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Dated: July 9, 1998

/s/Harold Brown

Harold Brown
Director

CUMMINS ENGINE COMPANY, INC.
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Dated: July 9, 1998

/s/Robert J. Darnall

Robert J. Darnall
Director

CUMMINS ENGINE COMPANY, INC.
POWER OF ATTORNEY

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Dated: July 9, 1998

/s/John M. Deutch

John M. Deutch
Director

CUMMINS ENGINE COMPANY, INC.
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Dated: July 9, 1998

/s/Walter Y. Elisha

Walter Y. Elisha
Director

CUMMINS ENGINE COMPANY, INC.
POWER OF ATTORNEY

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Dated: July 9, 1998

/s/Hanna H. Gray

Hanna H. Gray
Director

CUMMINS ENGINE COMPANY, INC.
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Dated: July 9, 1998

/s/William I. Miller

William I. Miller
Director

CUMMINS ENGINE COMPANY, INC.
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Dated: July 9, 1998

/s/William D. Ruckelshaus

William D. Ruckelshaus
Director

CUMMINS ENGINE COMPANY, INC.
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Dated: July 9, 1998

/s/Henry B. Schacht

Henry B. Schacht
Director

CUMMINS ENGINE COMPANY, INC.
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Dated: July 9, 1998

/s/Franklin A. Thomas

Franklin A. Thomas
Director

CUMMINS ENGINE COMPANY, INC.
POWER OF ATTORNEY

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Dated: July 9, 1998

/s/J. Lawrence Wilson

J. Lawrence Wilson
Director