

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Cummins Engine Company, Incorporated

(Name of Issuer)
Common Stock

(Title of Class of Securities)

231021106

(CUSIP Number)

Check the following box if a fee is being paid with this statement [].

- - - - -
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 231021106

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1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley, Dean Witter, Discover & Co.
IRS # 39-314-5972

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

5. SOLE VOTING POWER
NUMBER OF SHARES 0

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. SHARED VOTING POWER
4,746,074

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER
5,328,724

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,328,724

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12.72%

12. TYPE OF REPORTING PERSON*
IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)
Miller Anderson & Sherrerd, LLP
IRS # 23-1744122

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
The state of organization is Delaware.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
4,563,000

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
5,119,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,119,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. TYPE OF REPORTING PERSON*IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- Item 1. (a) Name of Issuer:
Cummins Engine Company, Incorporated

- (b) Address of Issuer's Principal Executive Offices:
500 Jackson Street
Box 3005
Columbus, Indiana 47202

- Item 2. (a) Name of Person Filing:
(a) Morgan Stanley, Dean Witter, Discover & Co.
(b) Miller Anderson & Sherrerd LLP

- (b) Address of Principal Business Office, or if None, Residence:
(a) 1585 Broadway
New York, New York 10036

(b) 1 Tower Bridge Suite 1100
West Conshohocken, PA 19428

- (c) Citizenship:
Incorporated by reference to Item 4 of the
cover page pertaining to each reporting person.

- (d) Title of Class of Securities:
Common Stock

- (e) CUSIP Number:
231021106

- Item 3. (a) Morgan Stanley, Dean Witter, Discover & Co. is (e) an
Investment Adviser registered under Section 203 of the
Investment Advisers Act of 1940.
- (b) Miller Anderson & Sherrerd, LLP is (e) an Investment Adviser
registered under Section 203 of the Investment Advisers Act of
1940.

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Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the
cover page.

Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Accounts managed on a discretionary basis by Miller Anderson &
Sherrerd LLP, a wholly owned subsidiary of Morgan Stanley, Dean
Witter, Discover & Co., are known to have the right to receive or
the power to direct the receipt of dividends from, or the
proceeds from, the sale of such securities. No such account holds
more than 5 percent of the class.

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting Assistant Secretary of Morgan Stanley Asset Management Holdings Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certify that the following resolutions were duly and validly adopted by a Consent in Lieu of a Meeting of the Board of Directors of the Corporation dated as of August 19, 1997 and that resolutions are in full force and effect on the date hereof:

RESOLVED, that the resolutions adopted by the Board of Directors of the Corporation as of June 3, 1996 relating to the authorized signatories of Miller Anderson & Sherrerd, LLP ("Miller Anderson") are superseded by the following resolutions; and

RESOLVED FURTHER, that the Corporation, as sole general partner of Miller Anderson, authorizes the following individuals to enter into and execute all agreements and other documents on behalf of Miller Anderson:

Arden C. Armstrong
Glenn E. Becker
Thomas L. Bennett
John D. Connolly
Kenneth B. Dunn
Stephen E. Esser
Paul A. Frick
J. David Germany
Robert L. Hagin
Ellen D. Harvey
Nicholas J. Kovich
Steven K. Kreider
Robert Marcin
Mary Ann Miliias
Scott F. Richard
James D. Schmid
Gary Schlarbaum
Lorraine Truten
Horacio Valerias
Marna C. Whittington
Richard B. Worley

RESOLVED FURTHER, that any and all actions taken and all agreements and other documents executed on behalf of Miller Anderson prior to the date hereof by any of the persons listed about are ratified and approved.

RESOLVED FURTHER, that any and all actions to be taken, caused to be taken or heretofore taken by any officer of the Corporation in executing any and all documents, agreements, and instruments and in taking any and all steps (including the payment of all expenses) deemed by such officer as necessary or desirable to carry out the intents and purposes of the foregoing resolutions are authorized, ratified, and confirmed.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 20th day of August, 1997.

/s/ CHARLENE R. HERZER

CHARLENE R. HERZER
ASSISTANT SECRETARY

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