## 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 CUSIP No. 231021106 13G Page 2 of 9 Pages 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

\_\_\_\_\_\_

NUMBER OF 5. SOLE VOTING POWER SHARES 0

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

Notes).

WITH	7. SOLE DISPOSITIVE POWER  8. SHARED DISPOSITIVE POWER  5,328,724  MOUNT BENEFICIALLY OWNED BY EACH REPORT	
	8. SHARED DISPOSITIVE POWER 5,328,724	
	MOUNT BENEFICIALLY OWNED BY EACH REPORT	
5,328,72	DELLE CALIBET CHILD DI BICH INTONI	ING PERSON
	4	
0. CHECK BOX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLU	DES CERTAIN SHARES*
1. PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12.72%		
2. TYPE OF REP	PORTING PERSON*	
IA, CO		
	*SEE INSTRUCTIONS BEFORE FILLING OUT	 !
IP No. 23102110	13G	Page 3 of 9 Pages
2. CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [ ] (b) [ ]
3. SEC USE ONL	y	
4. CITIZENSHIF	OR PLACE OF ORGANIZATION	
The stat	e of organization is Delaware.	
NUMBER OF SHARES BENEFICIALLY	5. SOLE VOTING POWER 0	
OWNED BY EACH	6. SHARED VOTING POWER 4,563,000	
REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER 0	
	8. SHARED DISPOSITIVE POWER	
	5,119,000	
9. AGGREGATE A	5,119,000 	ING PERSON
9. AGGREGATE A 5,119,00	MOUNT BENEFICIALLY OWNED BY EACH REPORT:	ING PERSON

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

12.22% 12. TYPE OF REPORTING PERSON\* IA, CO \*SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 231021106 13G Page 4 of 9 Pages Item 1. (a) Name of Issuer: Cummins Engine Company, Incorporated \_\_\_\_\_ 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. Title of Class of Securities: (d) Common Stock \_\_\_\_\_ CUSIP Number: 231021106 \_\_\_\_\_\_ (a) Morgan Stanley, Dean Witter, Discover & Co. is (e) an Item 3. Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940. Miller Anderson & Sherrerd, LLP is (e) an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940. CUSIP No. 231021106 13-G Page 5 of 9 Pages 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.

Item 7.	Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.				
Item 8.	Identification and Classification of Members of the Group.				
Item 9.	Notice of Dissolution of Group.				
Item 10.	Certification.				
	By signing below I ce belief, the securiti ordinary course of bus of and do not have the control of the issuer connection with or as such purpose or effect	es referred to above iness and were not acceffect of changing of such securities and a participant in an	were acquired in the quired for the purpose or influencing the d were not acquired in		
CUSIP No. 2	31021106	13-G	Page 6 of 9 Pages		
Signature.					
	After reasonable inquir belief, I certify that statement is true, comple	the information se			
Date:	February 11, 1998				
Signature:	/s/ Bruce Bromberg				
Name/Title	Bruce Bromberg / Vice President Morgan Stanley & Co. Incorporated MORGAN STANLEY, DEAN WITTER, DISCOVER & CO.				
Date:	February 11, 1998				
Signature:	/s/ Paul A. Frick				
Name/Title	e/Title Paul A. Frick / Vice President Miller Anderson & Sherrerd, LLP				
	MILLER ANDERSON & SHERRER				
	INDEX TO EXHIB		PAGE		
EXHIBIT 1	Agreement to Make a J	oint Filing	7		
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EXHIBIT 2 Secretary's Certificate Authorizing Bruce Bromberg to Sign on behalf of Morgan Stanley, Dean Witter,

Discover and Co.

EXHIBIT 3 Secretary's Certificate Authorizing Paul A. Frick 9 to Sign on behalf of Miller Anderson & Sherrerd LLP

(022597DTI)

 $<sup>^{\</sup>star}$  Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

## 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 Milias 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 desireable 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.

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