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. 3)

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 | 13G | Page 2 of 9 Pages |
|-------|--------------------|--|--------------------|
| | | | |
| 1. | | DENTIFICATION NO. OF ABOVE PERSON(S | 3) |
| 2. | CHECK THE APPROI | PRIATE BOX IF A MEMBER OF A GROUP* | (a) [] (b) [] |
| 3. | SEC USE ONLY | | |
| 4. | | PLACE OF ORGANIZATION organization is Delaware. | |
| | BER OF 5. HARES | SOLE VOTING POWER 0 | |

| BENEFICIALLY OWNED BY EACH REPORTING | 6. SHARED VOTING POWER 3,930,981 | | | |
|--|---|---|--------------------------|--|
| PERSON WITH | | SOLE DISPOSITIVE POWER | | |
| | | SHARED DISPOSITIVE POWER 4,456,181 | | |
| 9. AGGREGATE | AMOUNI | BENEFICIALLY OWNED BY EACH REP | ORTING PERSON | |
| 4,456,1 | 81 | | | |
| 10. CHECK BOX | IF THE | 2 AGGREGATE AMOUNT IN ROW (9) EX | CLUDES CERTAIN SHARES* | |
| 11. PERCENT OF 10.64% | CLASS | REPRESENTED BY AMOUNT IN ROW (| 9) | |
| 12. TYPE OF RE | | IG PERSON* | | |
| IA, CO | | | | |
| | * <u>S</u> | SEE INSTRUCTIONS BEFORE FILLING | OUT ! | |
| SIP No. 2310211 | 06 | 13G | Page 3 of 9 Pages | |
| | R.S. 1 | IG PERSON(S) IDENTIFICATION NO. OF ABOVE PERS Son & Sherrerd, LLP | ON (S) | |
| S.S. OR I. Miller J IRS # 2 | R.S. 1 Anders 3-1744 | DENTIFICATION NO. OF ABOVE PERS son & Sherrerd, LLP 1122 | | |
| S.S. OR I. Miller IRS # 2 2. CHECK THE | R.S. 1 Anders 3-1744 APPROF | DENTIFICATION NO. OF ABOVE PERS oon & Sherrerd, LLP 122 PRIATE BOX IF A MEMBER OF A GROU | p* (a) [] (b) [] | |
| S.S. OR I. Miller IRS # 2 2. CHECK THE | R.S. 1 Anders 3-1744 APPROB | DENTIFICATION NO. OF ABOVE PERS son & Sherrerd, LLP 1122 | P* (a) [] (b) [] | |
| S.S. OR I. Miller IRS # 2 2. CHECK THE 3. SEC USE ON 4. CITIZENSHI | R.S. 1 Anders 3-1744 APPROB LY P OR F | DENTIFICATION NO. OF ABOVE PERS oon & Sherrerd, LLP 122 PRIATE BOX IF A MEMBER OF A GROU | p* (a) [] (b) [] | |
| S.S. OR I. Miller J IRS # 2 2. CHECK THE J 3. SEC USE ON 4. CITIZENSHI The sta NUMBER OF SHARES | R.S. 1 Anders 3-1744 APPROF LY P OR F te of 5. | DENTIFICATION NO. OF ABOVE PERS Son & Sherrerd, LLP 122 PRIATE BOX IF A MEMBER OF A GROU PLACE OF ORGANIZATION organization is Delaware. SOLE VOTING POWER 0 | p* (a) [] (b) [] | |
| S.S. OR I. Miller J IRS # 2 2. CHECK THE J 3. SEC USE ON 4. CITIZENSHI The sta | R.S. 1 Anders 3-1744 APPROF LY P OR F te of 5. | DENTIFICATION NO. OF ABOVE PERS Son & Sherrerd, LLP 122 PRIATE BOX IF A MEMBER OF A GROU PLACE OF ORGANIZATION organization is Delaware. SOLE VOTING POWER 0 | p* (a) [] (b) [] | |
| S.S. OR I. Miller J IRS # 2 2. CHECK THE J 3. SEC USE ON 4. CITIZENSHI The star NUMBER OF SHARES BENEFICIALLY OWNED BY | R.S. 1 Anders 3-1744 APPROF LY P OR F te of 5. 6. | DENTIFICATION NO. OF ABOVE PERS son & Sherrerd, LLP 122 PRIATE BOX IF A MEMBER OF A GROU PLACE OF ORGANIZATION organization is Delaware. SOLE VOTING POWER 0 SHARED VOTING POWER 3,574,429 | p* (a) [] (b) [] | |
| S.S. OR I. Miller J IRS # 2 2. CHECK THE J 3. SEC USE ON 4. CITIZENSHI The sta NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | R.S. 1 Anders 3-1744 APPROB LY P OR F te of 5. 6. 7. | DENTIFICATION NO. OF ABOVE PERS Son & Sherrerd, LLP 122 FRIATE BOX IF A MEMBER OF A GROU PLACE OF ORGANIZATION organization is Delaware. SOLE VOTING POWER 0 SHARED VOTING POWER 3,574,429 SOLE DISPOSITIVE POWER 0 | P* (a) [] (b) [] | |
| S.S. OR I. Miller J IRS # 2 2. CHECK THE J 3. SEC USE ON 4. CITIZENSHI The sta NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | R.S. 1 Anders 3-1744 APPROF LY P OR F te of 5. 6. 7. 8. | DENTIFICATION NO. OF ABOVE PERS Son & Sherrerd, LLP 122 PRIATE BOX IF A MEMBER OF A GROU PLACE OF ORGANIZATION organization is Delaware. SOLE VOTING POWER 0 SHARED VOTING POWER 3,574,429 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER | P* (a) [] (b) [] | |
| S.S. OR I. Miller J IRS # 2 2. CHECK THE J 3. SEC USE ON 4. CITIZENSHI The sta NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | R.S. 1 Anders 3-1744 APPROB LY P OR F te of 5. 6. 7. 8. 8. | DENTIFICATION NO. OF ABOVE PERS Son & Sherrerd, LLP 122 PRIATE BOX IF A MEMBER OF A GROU PLACE OF ORGANIZATION organization is Delaware. SOLE VOTING POWER 0 SHARED VOTING POWER 3,574,429 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 4,044,329 | P* (a) [] (b) [] | |

_____ 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: (b) 500 Jackson Street Box 3005 Columbus, Indiana 47202 _____ _____ Item 2. (a) Name of Person Filing: (a) Morgan Stanley Dean Witter & 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 _____ (e) CUSIP Number: 231021106 _____ Item 3. (a) Morgan Stanley Dean Witter & 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. CUSIP No. 231021106 13-G Page 5 of 9 Pages Item 4. Ownership. Incorporated by reference to Items (5) - (9) and (11) of the

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

Inapplicable

cover page.

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 & 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 certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

CUSIP No. 231021106 13-G Page 6 of 9 Pages

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

- Date: February 5, 1999
- Signature: /s/ Bruce Bromberg
- Name/Title Bruce Bromberg / Vice President Morgan Stanley & Co. Incorporated MORGAN STANLEY DEAN WITTER & CO.
- Date: February 5, 1999
- Signature: /s/ Paul A. Frick
- Name/Title Paul A. Frick / Vice President Miller Anderson & Sherrerd, LLP MILLER ANDERSON & SHERRERD, LLP

| | INDEX TO EXHIBITS | PAGE |
|-----------|---|------|
| EXHIBIT 1 | Agreement to Make a Joint Filing | 7 |
| EXHIBIT 2 | Secretary's Certificate Authorizing Bruce Bromberg to Sign on behalf of Morgan Stanley Dean Witter & | |
| EXHIBIT 3 | Secretary's Certificate Authorizing Paul A. Frick | 9 |

to Sign on behalf of Miller Anderson & Sherrerd LLP

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

(022597DTI)

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.

/s/ CHARLENE R. HERZER CHARLENE R. HERZER ASSISTANT SECRETARY

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.

/s/ CHARLENE R. HERZER CHARLENE R. HERZER ASSISTANT SECRETARY

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.

/s/ CHARLENE R. HERZER CHARLENE R. HERZER ASSISTANT SECRETARY