

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.1)

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 [x] (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

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).

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
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.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER	0
6 SHARED VOTING POWER	5,761,150
7 SOLE DISPOSITIVE POWER	0
8 SHARED DISPOSITIVE POWER	6,412,999

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,412,999

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
15.27%

12 TYPE OF REPORTING PERSON*
IA, CO

* SEE INSTRUCTIONS BEFORE FILLING OUT !
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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Miller Anderson & Sherrerd LLP
IRS # 23-17441222

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 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
EACH 4,921,300

REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
5,479,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,479,800

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
13.05%

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

Item 1 (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

Item 2 (b) Principal business office
(a) 1585 Broadway
New York, New York 10036
(b) 1 Tower Bridge Suite 1100
West Conshohocken, PA 19428

Item 2 (c) Citizenship
Incorporated by reference to Item 4 of the cover
page pertaining to each reporting person.

Item 2 (d) Title of class of Securities
Common Stock

Item 2 (e) Cusip No.
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.

Item 4 Ownership
Incorporated by reference to Items (5) - (9) and (11) of the cover page.

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Item 5 Ownership of 5 Percent or Less of a Class
Inapplicable

Item 6 Ownership of More than 5 Percent on Behalf of Another Person

(a) Accounts managed on a discretionary basis by Miller Anderson & Sherrard 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 of dividends from, or the proceeds from, the sale of such securities. No such account holds more than 5 percent of the class.

(b) Inapplicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company
Inapplicable

Item 8 Identification and Classification of Members of the Group
Inapplicable

Item 9 Notice of Dissolution of Group
Inapplicable

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.

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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 : August 13, 1997

Signature : /s/ Donald P. Ryan

Name / Title : Donald P. Ryan / Vice President Morgan Stanley Asset Management Inc.

MILLER ANDERSON & SHERRERD LLP

Date : August 13, 1997

Signature : /s/ Bruce Bromberg

Name / Title : Bruce Bromberg / Morgan Stanley & Co. Incorporated

MORGAN STANLEY, DEAN WITTER, DISCOVER & CO.

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EXHIBIT 1 TO SCHEDULE 13G

August 13, 1997

MORGAN STANLEY, DEAN WITTER, DISCOVER & CO. and MILLER ANDERSON & SHERRERD LLP, hereby agree that, unless differentiated, this Schedule 13G is filed on behalf of each of the parties.

MILLER ANDERSON & SHERRERD LLP

BY: /s/ Donald P. Ryan

Donald P. Ryan / Vice President Morgan Stanley Asset Management Inc.

MORGAN STANLEY, DEAN WITTER, DISCOVER & CO.

BY: /s/ Bruce Bromberg

Bruce Bromberg / Morgan Stanley & Co. Incorporated

EXHIBIT 2

MORGAN STANLEY, DEAN WITTER, DISCOVER & CO.

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting Assistant Secretary of Morgan Stanley, Dean Witter, Discover & Co., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certify that as approved by a Unanimous Consent of Directors in Lieu of a Meeting dated as of May 31, 1997, the following persons are each authorized to sign reports to be filed under Sections 13 and 16 of the Securities Exchange Act of 1934 on behalf of the Corporation, and such authorizations are in full force and effect as of this date:

Stuart J.M. Breslow
Robert G. Koppenol
Bruce Bromberg
Robin Sherak

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 3rd day of June, 1997.

/s/ Charlene R. Herzer

Charlene R. Herzer
Assistant Secretary

[SEAL]

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 February 4, 1997 and that resolutions are in full force and effect on the date hereof:

RESOLVED, that Harold J. Schaaff, Jr. and Donald P. Ryan are each authorized to sign on behalf of (i) Morgan Stanley Asset Management Holdings Inc. (the "Corporation"), as the sole general partner of Miller Anderson & Sherrerd, LLP (the "LLP"), and (ii) the LLP any reports to be filed under Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, with the Securities and Exchange Commission, each such authorization to cease automatically upon such individual's termination of employment with any affiliate of the Corporation; and

RESOLVED FURTHER, that all prior actions taken by Harold J. Schaaff, Jr. and Donald P. Ryan that are within the authority conferred by the foregoing resolution are approved, ratified and confirmed in all respects; and

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 11th day of February, 1997.

/s/ CHARLENE R. HERZER

CHARLENE R. HERZER
ASSISTANT SECRETARY

[SEAL]