UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 10-K/A
Amendment No. 1 to

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 27, 1996

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from   to

Commission file number 0-16255

JOHNSON WORLDWIDE ASSOCIATES, INC.
(Exact name of Registrant as specified in its charter)

Wisconsin	39-1536083
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1326 Willow Road, Sturtevant, Wisconsin 53177
(Address of principal executive offices)

(414) 884-1500
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Class A Common Stock, $.05 par value

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K. [ ]

As of November 15, 1996, 6,901,885 shares of Class A and 1,228,053 shares of Class B common stock of the Registrant were outstanding. The aggregate market value of voting stock of the Registrant held by non-affiliates of the Registrant was approximately $50,902,000 on November 15, 1996.

DOCUMENTS INCORPORATED BY REFERENCE

	Document	Part and Item Number of Form 10-K into which Incorporated
1.	Johnson Worldwide Associates, Inc. 1996 Annual Report	Part I, Items 1 and 2, and Part II, Items 5, 6, 7 and 8
2.	Johnson Worldwide Associates, Inc. Notice of Annual Meeting of Shareholders and Proxy Statement for the Annual Meeting of Shareholders on January 22, 1997	Part III, Items 10, 11, 12 and 13

The undersigned Registrant hereby amends Exhibit 13 to its Annual Report on Form 10-K for the fiscal year ended September 27, 1996 to provide in its entirety as filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Mount Pleasant and State of Wisconsin, on the 2nd day of January, 1997.

JOHNSON WORLDWIDE ASSOCIATES, INC.
(Registrant)

/s/ Carl G. Schmidt
(Carl G. Schmidt)
Senior Vice President and
Chief Financial Officer,
Secretary and Treasurer
(Principal Financial and
Accounting Officer)

JOHNSON WORLDWIDE ASSOCIATES, INC.

EXHIBIT INDEX

Exhibits	Title	Page No.
3.1	Articles of Incorporation of the Company. (Filed as Exhibit 3.1 to the Company's Form S-1 Registration Statement No. 33-16998, and incorporated herein by reference.)	*
3.2	Amendments to Bylaws of the Company, dated June 24, 1996.	#
3.3	Bylaws of the Company as amended through June 24, 1996.	#
4.1	Note Agreement dated May 1, 1991. (Filed as Exhibit 4 to the Company's Form 10-Q for the quarter ended June 28, 1991 and incorporated herein by reference).	*
4.2	Letter Amendment No. 1 dated September 30, 1993 to Note Agreement dated May 1, 1991. (Filed as Exhibit 4.5 to the Company's Form 10-K for the year ended October 1, 1993 and incorporated herein by reference).	*
4.3	Note Agreement dated May 1, 1993. (Filed as Exhibit 4 to the Company's Form 10-Q for the quarter ended July 2, 1993 and incorporated herein by reference.)	*
4.4	Letter Amendment dated September 30, 1993 to Note Agreement dated May 1, 1993. (Filed as Exhibit 4.8 to the Company's Form 10-K for the year ended October 1, 1993 and incorporated herein by reference).	*
4.5	Note Agreement dated October 1, 1995. (Filed as Exhibit 4.1 to the Company's Form 10-Q for the quarter ended December 29, 1995 and incorporated herein by reference.)	*
4.6	Credit Agreement dated November 29, 1995. (Filed as Exhibit 4.2 to the Company's Form 10-Q for the quarter ended December 29, 1995 and incorporated herein by reference.)	*
4.7	Amendment No. 1 dated July 1, 1996 to Credit Agreement dated November 29, 1995.	#
9.	Johnson Worldwide Associates, Inc. Class B Common Stock Voting Trust Agreement, dated December 30, 1993 (Filed as Exhibit 9 to the Company's Form 10-Q for the quarter ended December 31, 1993 and incorporated herein by reference.)	*
10.1	Asset Purchase Agreement between Johnson Worldwide Associates, Inc. and Safari Land Ltd., Inc. dated as of March 31, 1995 (Filed as Exhibit 2 to the Company's Form 10-Q for the quarter ended March 31, 1995 and incorporated herein by reference.)	*
10.2+	Discretionary Bonus Option Plan. (Filed as Exhibit 10-2 to the Company's Form S-1 Registration Statement No. 33-16998, and incorporated herein by reference.)	*
10.3+	Johnson Worldwide Associates, Inc. Amended and Restated 1986 Stock Option Plan. (Filed as Exhibit 10 to the Company's Form 10-Q for the quarter ended July 2, 1993 and incorporated herein by reference.)	*
10.4	Registration Rights Agreement regarding Johnson Worldwide Associates, Inc. Common Stock issued to the Johnson family prior to the acquisition of Johnson Diversified, Inc. (Filed as Exhibit 10.6 to the Company's Form S-1 Registration Statement No. 33-16998, and incorporated herein by reference.)	*
10.5	Registration Rights Agreement regarding Johnson Worldwide Associate, Inc. Class A Common Stock held by Mr. Samuel C. Johnson. (Filed as Exhibit 28 to the Company's Form 10-Q for the quarter ended March 29, 1991 and incorporated herein by reference.)	*
10.6+	Form of Restricted Stock Agreement. (Filed as Exhibit 10.8 to the Company's Form S-1 Registration Statement No. 33-23299, and incorporated herein by reference.)	*
10.7+	Form of Supplemental Retirement Agreement of Johnson Diversified, Inc. (Filed as Exhibit 10.9 to the	

	Company's Form S-1 Registration Statement No. 33-16998, and incorporated herein by reference.)	*
10.8+	Johnson Worldwide Associates Retirement and Savings Plan. (Filed as Exhibit 10.9 to the Company's Form 10-K for the year ended September 29, 1989 and incorporated herein by reference.)	*
10.9+	Form of Agreement of Indemnity and Exoneration with Directors and Officers. (Filed as Exhibit 10.11 to the Company's Form S-1 Registration Statement No. 33-16998, and incorporated herein by reference.)	*
10.10	Consulting and administrative agreements with S. C. Johnson & Son, Inc. (Filed as Exhibit 10.12 to the Company's Form S-1 Registration Statement No. 33-16998, and incorporated herein by reference.)	*
10.11+	Johnson Worldwide Associates, Inc. Stock Option Plan for Non-Employee Directors. (Filed as Exhibit 4.2 to the Company's Form S-8 Registration Statement No. 33-19805 and incorporated herein by reference.)	*
10.12+	Johnson Worldwide Associates, Inc. 1994 Long-Term Stock Incentive Plan (Filed as Exhibit 4 to the Company's S-8 Registration Statement No. 33-52073 and incorporated herein by reference.)	*
10.13+	Separation agreement, dated July 18, 1996, between the Company and John D. Crabb.	#
11.	Statement regarding computation of per share earnings. (Incorporated by reference to Note 14 to the Consolidated Financial Statements on page 30 of the Company's 1996 Annual Report.)	*
13.	Portions of the Johnson Worldwide Associates, Inc. 1996 Annual Report that are incorporated herein by reference.	--
21.	Subsidiaries of the Company as of September 27, 1996.	#
23.	Consent of KPMG Peat Marwick LLP.	#
27.	Financial Data Schedule	#
99.	Definitive Proxy Statement for the 1996 Annual Meeting of Shareholders (Previously filed via the EDGAR system and incorporated herein by reference). Except to the extent incorporated herein by reference, the Proxy Statement for the 1996 Annual Meeting of Shareholders shall not be deemed to be filed with the Securities and Exchange Commission as part of this Annual Report on Form 10-K.	*

____

* Incorporated herein by reference.

\+ A management contract or compensatory plan or arrangement.

\# Previously filed with this Annual Report on Form 10-K.

Management's Discussion and Analysis

JOHNSON WORLDWIDE ASSOCIATES, INC. and Subsidiaries

The following discussion includes comments and analysis relating to the Company's results of operations and financial condition for the three years ended September 27, 1996. This discussion should be read in conjunction with the consolidated financial statements and related notes that immediately follow this section. Comparisons reflect results from continuing operations.

Foreign Operations

The Company has significant foreign operations, for which the functional currencies are denominated primarily in French francs, German marks, Italian lire, Japanese yen and Canadian dollars. As the values of the currencies of the foreign countries in which the Company has operations increase or decrease relative to the U.S. dollar, the sales, expenses, profits, assets and liabilities of the Company's foreign operations, as reported in the Company's consolidated financial statements, increase or decrease, accordingly. The Company mitigates a portion of the fluctuations in certain foreign currencies through the purchase of forward contracts and options to hedge known commitments, primarily for purchases of inventory and loans denominated in foreign currencies.

Results of Operations

Summary consolidated financial results are as follows:

[millions, except per share data]	1996	1995	1994
Net sales	$344.4	$347.2	$284.3
Gross profit	119.7	138.2	110.5
Operating expenses(1)	121.2	114.4	91.5
Operating profit (loss)	(1.5)	23.7	18.9
Interest expense	10.2	7.6	6.8
Income (loss) from continuing operations	(11.4)	10.1	8.1
Per common share	(1.40)	1.25	1.01

(1) Includes nonrecurring charges of $6.8 million in 1996.

1996 vs 1995

Net Sales

Net sales were $344.4 million in 1996 compared to $347.2 million in 1995, a decrease of 1%. The sales decrease as measured in U.S. dollars was negatively impacted by the effect of weaker foreign currencies relative to the U.S. dollar in comparison to 1995. Excluding the effects of foreign currency movements, worldwide sales increased nominally over 1995.

Poor spring weather in North America contributed to a decline in sales of 4% in that region in 1996. Both the fishing and camping businesses were impacted. The delay, until February 1996, in the introduction of a new fishing line product due to production problems encountered by the supplier, also negatively impacted revenue in 1996.

European sales as measured in U. S. dollars increased 6% in 1996, led by strong growth in the camping and diving businesses. Excluding currency effects, European sales increased 7% in 1996.

The Company's Asian business, which is concentrated in Japan and Australia, recognized a decline in sales of 11% in 1996 due to the significant decline in the Japanese yen relative to the U.S. dollar. Excluding the impact of foreign currencies, sales in Asia increased 2% as the Australian business generated significant sales growth.

Operating Profit

The Company recognized an operating loss of $1.5 million in 1996 compared to operating profit of $23.7 million in 1995. Several factors accounted for the operating loss. Gross profit margins declined from 39.8% in 1995 to 34.8% in 1996. Unusual charges related to reduction of inventories to their net realizable value reduced the gross profit by $11 million, or 3.2%. Most significantly impacted was the North American fishing business, which had the most significant buildup of inventory and recognized the bulk of the losses. Changes in management and the end of the peak selling season contributed to the timing of the loss, which was recognized in the fourth quarter. The Company also continues to experience margin pressure in all of its businesses due to increasing competition from other businesses.

Operating expenses, excluding nonrecurring charges, totaled $114.4 million, or 33% of sales in both 1996 and 1995. While overall operating expenses remained level, financial and administrative management expenses increased $0.8 million. Amortization expense increased $0.5 million in 1996 due to a full year of amortization of intangible assets related to acquisitions completed in 1995.

The Company recognized nonrecurring charges totaling $6.8 million in 1996. These charges resulted from writedowns totaling $2.9 million of long-lived assets related to adoption of FASB Statement 121, which the Company adopted in 1996, and closure of a subsidiary, the expected loss of $2 million on the sale of one of the Company's businesses, and charges totaling $1.9 million related to the relocation of one of its manufacturing locations and the outsourcing of the distribution function of another business.

Other Income and Expenses

Interest expense increased $2.6 million in 1996, reflecting higher debt levels resulting from the full year impact of acquisitions consummated in 1995 and due to higher levels of working capital, primarily inventory. The issuance of long-term senior notes in October 1995 increased the average interest rate of the Company's indebtedness, as this debt was used to repay short-term debt which generally carried lower interest rates.

Income From Continuing Operations

The Company recognized a loss from continuing operations of $11.4 million in 1996, or $1.40 per share, compared to earnings of $10.1 million, or $1.25 per share in 1995. The Company recognized income tax expense of $0.2 million in 1996, despite a pretax loss, due to earnings in foreign jurisdictions that are taxed at higher rates than in the U.S. The tax benefit of operating losses generated in the U.S. did not fully offset the taxes in these foreign jurisdictions. In addition, the Company recognized income tax expense totaling $0.5 million on the expected disposition of a business, despite a pretax loss of $2 million, due to differences between the tax basis and financial statement carrying values of the related assets. The disproportionate contribution of earnings from foreign businesses is attributable to the inventory writedowns and nonrecurring charges noted above, which are largely being recognized in the United States.

1995 vs 1994

Net Sales

Net sales were $347.2 million in 1995 compared to $284.3 million in 1994, an increase of 22%. The sales increase as measured in U.S. dollars was positively impacted by the effect of stronger foreign currencies relative to the U.S. dollar in comparison to 1994. Strong new product programs contributed to the increase in sales in all businesses, as did sales from acquired product lines in the fishing business. Excluding the effects of foreign currency movements, worldwide sales increased 17% over 1994.

In North America, an overall increase in sales of 22% was led by fishing products, primarily on the strength of increased sales of Mitchell and Johnson rod and reel products and sales of SpiderWire, a product line acquired in April 1995. While sales of Minn Kota electric motors were improved over 1994, sales growth was inhibited by an extended work stoppage at a key component supplier, which limited product availability. Sales of camping products in North America increased moderately overall, led by Old Town watercraft products, as did sales of diving and marine products.

European sales as measured in U.S. dollars increased 26% from 1994, but increased less in local currencies. Measured in U.S. dollars, all product categories recorded gains in sales of at least 20%.

The Company's Asian business recorded modest sales growth, reflecting problems in the Japanese economy and the effects of the Kobe earthquake.

Operating Profit

The Company's operating profit of $23.7 million in 1995 was $4.8 million, or 25% more than 1994. Gross profit margins increased from 38.9% to 39.8% of sales, reflecting declines in margins in the North American and European fishing businesses which were offset by increases in gross profit margins in the camping, diving and marine businesses in all major geographic areas. Margins in the fishing business were negatively impacted by changes in product mix, the work stoppage noted above, increased incoming freight costs and early season selling programs. Gross margins in 1994 were negatively impacted by inventory adjustments totaling $5.4 million.

Operating expenses totaled $114.4 million or 33% of sales in 1995 compared to $91.5 million or 32% of sales in 1994. The increase in expenses was concentrated primarily in marketing and selling expenses and, to a lesser extent, research and development. Financial and administrative management expenses, which had been stable for several years, increased in 1995 due to increased information technology expenditures. Amortization of intangible assets increased from $1.5 million to $2 million due to acquisitions consummated in 1995. The increase in operating expenses was also magnified by foreign currency movements relative to the U.S. dollar.

Other Income and Expenses

Interest expense increased in 1995 reflecting higher debt levels resulting from the April 1995 acquisition of the SpiderWire product line and the

July 1995 acquisition of the Neptune Technologies product line, as well as increased working capital needs from internal growth. Other income, net of other expenses, increased from the prior year, primarily due to higher interest income and lower foreign exchange losses.

Income From Continuing Operations

Income from continuing operations of $10.1 million or $1.25 per share in 1995 was $2 million or 24% more than the $1.01 per share earned in 1994. The Company's effective tax rate of 40.6% in 1995, compared to 34.7% in 1994, reflected the disproportionate contribution to earnings in 1995 from European and Asian operations, which generally have higher marginal tax rates than the U.S.

Discontinued Operations

In 1993, the Company's Board of Directors approved a formal plan to divest the Company's Marking Systems businesses. During 1994, the Company completed the divestiture and recorded a gain on disposition of approximately $4.1 million as net sales proceeds exceeded expectations.

Financial Condition

The following discusses changes in the Company's liquidity and capital resources.

Operations

The following table sets forth the Company's working capital position at the end of each of the past three years:

[millions]	1996	1995	1994
Current assets	$194.3	$185.4	$155.4
Current liabilities	88.4	63.9	54.0
Working capital	$105.9	$121.5	$101.4
Current ratio	2.2 to 1	2.9 to 1	2.9 to 1

Cash flows used for operations totaled $6.5 million in 1996 and $6.3 million in 1995. Growth in inventories of $17.6 million in 1996 and $23.4 million in 1995 accounted for a significant amount of the net usage of funds. Sales below expectations contributed to the growth in inventory in 1996. Accelerated delivery schedules for certain new products, inventories of acquired product lines, and level loading of production at certain of the Company's manufacturing operations contributed to the increase in 1995. Foreign currency fluctuations also contributed to the increase in 1995. Inventory turns decreased in 1996 and increased in 1995.

Accounts receivable decreased $2.4 million in 1996, providing a source of funds, while increasing $6.6 million in 1995. Significant growth in third and fourth quarter sales accounted for the increase in accounts receivable in 1995.

Accounts payable and accrued liabilities decreased $1.1 million in 1996 and increased $7.3 million in 1995, impacting the net outflow of cash from operations. Usage of liabilities established for restructuring in 1993 offset the increase in 1995.

Depreciation and amortization charges were $10.6 million in 1996, $8.3 million in 1995 and $7 million in 1994, mitigating the net outflow of operating funds. The increase over 1994 reflects additional amortization of intangible assets arising from the Company's 1995 acquisitions and increased depreciation from capital spending in 1996, 1995 and 1994.

Investing Activities

Expenditures for property, plant and equipment were $10.7 million in 1996, $15.5 million in 1995 and $14 million in 1994. The Company's recurring investments are made primarily for tooling for new products and enhancements. In 1996, 1995 and 1994, capital spending was increased due to investments in data processing improvements. In 1994, the Company also constructed and occupied an office and research facility to replace rented space. In 1997, capitalized expenditures are anticipated to total approximately $10 million. These expenditures are expected to be funded by working capital or existing bank lines of credit.

The Company completed the acquisitions of two product lines in 1995, which increased tangible and intangible assets and long-term debt by $28 million. No acquisitions were completed in 1996 or 1994.

Financing Activities

The following table sets forth the Company's debt and capital structure at the end of the past three years:

[millions]	1996	1995	1994
Current debt	$43.1	$18.6	$16.1
Long-term debt	61.5	68.9	31.2
Total debt	104.6	87.5	47.3
Shareholders' equity	126.4	141.3	128.2

Total capitalization	$231.0	$228.8	$175.5
Total debt to total capital ratio	45.3%	38.2%	27.0%

Cash flows from financing activities totaled $17.6 million in 1996 and $39.5 million in 1995. In October 1995, the Company consummated private placements of long-term debt totaling $45 million. In anticipation of this financing, short-term debt to be repaid totaling $32 million at September 29, 1995 was classified as long-term. Payments on long-term debt required to be made in 1997 total $7.5 million. Net proceeds totaling approximately $17 million from the sale of one of the Company's businesses are expected to be used to reduce indebtedness in 1997. At September 27, 1996, the Company had available, unused credit facilities in excess of $112 million.

Other Factors

The Company has not been significantly impacted by inflationary pressures over the last several years. However, from time to time the Company faces changes in the prices of commodities. Price increases and, in certain situations, price decreases are implemented for individual products, when appropriate. The Company anticipates that rising costs of basic raw materials may impact 1997 operating costs and, accordingly, the prices of its products. The Company is involved in continuing programs to mitigate the impact of cost increases through changes in product design and identification of sourcing and manufacturing efficiencies.

Consolidated Balance Sheets

JOHNSON WORLDWIDE ASSOCIATES, INC. and Subsidiaries

[thousands, except share data]	September 27 1996	September 29 1995
Assets		
Current assets:		
Cash and temporary cash investments	$12,697	$8,944
Accounts receivable, less allowance for doubtful accounts of $2,235 and $2,610, respectively	55,847	61,456
Inventories	101,903	98,238
Deferred income taxes	13,561	7,423
Other current assets	10,336	9,319
Total current assets	194,344	185,380
Property, plant and equipment	30,154	33,028
Intangible assets	54,422	58,691
Other assets	1,848	1,254
Total assets	$280,768	$278,353
Liabilities and Shareholders' Equity		
Current liabilities:		
Short-term debt and current maturities of long-term debt	$43,118	$18,563
Accounts payable	11,086	14,623
Accrued liabilities:		
Salaries and wages	6,260	5,792
Income taxes	4,283	4,011
Other	23,659	20,866
Total current liabilities	88,406	63,855
Long-term debt, less current maturities	61,501	68,948
Other liabilities	4,437	4,288
Total liabilities	154,344	137,091
Shareholders' equity:		
Preferred stock: none issued	-	-
Common stock:		
Class A shares issued: September 27, 1996, 6,901,801; September 29, 1995, 6,896,883	345	345
Class B shares issued (convertible into Class A): September 27, 1996, 1,228,137; September 29, 1995, 1,228,613	61	61
Capital in excess of par value	44,084	43,968
Retained earnings	77,940	89,525
Contingent compensation	(121)	(264)
Cumulative translation adjustment	4,115	7,869
Treasury stock, at cost: September 29, 1995, 10,000 Class A shares	-	(242)
Total shareholders' equity	126,424	141,262
Total liabilities and shareholders' equity	$280,768	$278,353

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Operations

JOHNSON WORLDWIDE ASSOCIATES, INC. and Subsidiaries

[thousands, except per share data]	Year Ended September 27 1996	September 29 1995	September 30 1994
Net sales	$ 344,373	$ 347,190	$ 284,343
Cost of sales	224,649	209,035	173,869
Gross profit	119,724	138,155	110,474
Operating expenses:			
Marketing and selling	78,348	78,743	59,629
Financial and administrative management	26,139	25,304	23,482
Research and development	6,537	6,531	5,304
Amortization of acquisition costs	2,500	2,003	1,482
Nonrecurring charges	6,768	-	-
Profit sharing	908	1,830	1,639
Total operating expenses	121,200	114,411	91,536
Operating profit (loss)	(1,476)	23,744	18,938
Interest income	(612)	(774)	(531)
Interest expense	10,181	7,613	6,845
Other (income) expenses, net	116	(87)	140
Income (loss) from continuing operations before income taxes	(11,161)	16,992	12,484
Income tax expense	194	6,903	4,338
Income (loss) from continuing operations	(11,355)	10,089	8,146
Gain on disposal of discontinued operations, including income tax benefit of $2,277	-	-	4,052
Net income (loss)	$ (11,355)	$ 10,089	$ 12,198
Earnings (loss) Per Common Share			
Continuing operations	$ (1.40)	$ 1.25	$ 1.01
Discontinued operations	-	-	.50
Net income (loss)	$ (1.40)	$ 1.25	$ 1.51

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Shareholders' Equity

JOHNSON WORLDWIDE ASSOCIATES, INC. and subsidiaries

[thousands]	Common Stock	Capital in Excess of Par Value	Retained Earnings	Contingent Compensation	Cumulative Translation Adjustment	Treasury Stock
BALANCE AT OCTOBER 1, 1993	$399	$41,696	$67,340	$(350)	$1,733	$ -
Net income	-	-	12,198	-	-	-
Exercise of stock options	5	1,226	-	-	-	-
Tax benefit of stock options exercised	-	150	-	-	-	-
Issuance of restricted stock	-	70	-	(70)	-	-
Issuance of stock under employee stock purchase plan	1	188	-	-	-	-
Amortization of contingent compensation	-	-	-	178	-	-
Translation adjustment	-	-	-	-	3,433	-
Balance at September 30, 1994	405	43,330	79,538	(242)	5,166	-
Net income	-	-	10,089	-	-	-
Exercise of stock options	1	384	(95)	-	-	910
Tax benefit of stock options exercised	-	118	-	-	-	-
Issuance of restricted stock	-	-	(7)	(222)	-	229
Issuance of stock under employee stock purchase plan	-	136	-	-	-	-
Amortization of contingent compensation	-	-	-	200	-	-
Other treasury stock transactions	-	-	-	-	-	(1,381)
Translation adjustment	-	-	-	-	2,703	-
Balance at September 29, 1995	406	43,968	89,525	(264)	7,869	(242)
Net loss	-	-	(11,355)	-	-	-
Exercise of stock options	-	-	(98)	-	-	295
Tax benefit of stock options exercised	-	61	-	-	-	-

Issuance of restricted stock	-	-	-	(67)	-	67
Issuance of stock under employee stock purchase plan	-	55	(132)	-	-	291
Amortization of contingent compensation	-	-	-	210	-	-
Other treasury stock transactions	-	-	-	-	-	(411)
Translation adjustment	-	-	-	-	(3,754)	-
Balance at September 27, 1996	$406	$44,084	$77,940	$(121)	$4,115	$ -

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Cash Flows

JOHNSON WORLDWIDE ASSOCIATES, INC. and Subsidiaries

	Year Ended		
[thousands]	September 27 1996	September 29 1995	September 30 1994
Cash Provided By (Used For) Operations			
Net income (loss)	$ (11,355)	$ 10,089	$ 12,198
Noncash items:			
Depreciation and amortization	10,561	8,314	6,987
Provision for doubtful accounts receivable	1,662	1,567	1,421
Provision for inventory reserves	12,202	1,561	6,318
Deferred income taxes	(6,842)	179	(694)
Writedown of property, plant and equipment	1,846	-	-
Writedown of intangible assets	1,070	-	-
Loss on sale of business	2,000	-	-
Gain on disposal of discontinued operations	-	-	(4,052)
Change in:			
Accounts receivable	2,412	(6,637)	(9,818)
Inventories	(17,571)	(23,386)	(7,311)
Accounts payable and other accrued liabilities	(1,128)	7,256	3,576
Restructuring accrual	-	(1,077)	(7,828)
Net assets of discontinued operations	-	-	4,036
Other, net	(1,332)	(4,147)	2,763
	(6,475)	(6,281)	7,596
Cash Provided By (Used For) Investing Activities			
Net assets of businesses acquired	-	(28,070)	-
Proceeds from sale of discontinued operations and other businesses	-	-	48,076
Additions to property, plant and equipment	(10,685)	(15,501)	(13,970)
Sales and retirements of property, plant and equipment	3,583	3,403	1,676
	(7,102)	(40,168)	35,782
Cash Provided By (Used For) Financing Activities			
Issuance of senior notes	45,000	-	-
Principal payments on senior notes and notes payable	(7,341)	(6,662)	(5,231)
Proceeds from revolving credit facilities	-	13,172	-
Repayment of revolving credit facilities	(13,412)	-	(7,237)
Net change in short-term debt	(6,717)	32,928	(21,816)
Common stock transactions	61	73	1,570
	17,591	39,511	(32,714)
Effect of foreign currency fluctuations on cash	(261)	294	509
Increase (decrease) in cash and temporary cash investments	3,753	(6,644)	11,173
Cash and Temporary Cash Investments			
Beginning of year	8,944	15,588	4,415
End of year	$ 12,697	$ 8,944	$ 15,588

The accompanying notes are an integral part of the consolidated financial statements.

Notes to Consolidated Financial Statements

JOHNSON WORLDWIDE ASSOCIATES, INC. and Subsidiaries

Johnson Worldwide Associates, Inc. is an integrated, global outdoor recreation products company engaged in the design, manufacture and marketing of brand name fishing and marine, camping and diving products.

1 Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Johnson Worldwide Associates, Inc. and all majority owned subsidiaries (the Company). Significant intercompany accounts and transactions have been eliminated in consolidation.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that impact the reported amounts of assets, liabilities and operating results and the disclosure of commitments and contingent liabilities. Actual results could differ significantly from those estimates. For the Company, significant estimates include the allowance for doubtful accounts receivable and reserves for inventory valuation.

The Company's fiscal year ends on the Friday nearest September 30. The fiscal years ended September 27, 1996, September 29, 1995 and September 30, 1994 (hereinafter 1996, 1995 and 1994, respectively) each comprise 52 weeks.

Cash and Temporary Cash Investments

For purposes of the consolidated statements of cash flows, the Company considers all short-term investments in interest-bearing bank accounts, securities and other instruments with an original maturity of three months or less, to be equivalent to cash.

Inventories

Inventories are stated at the lower of cost (determined using the first-in, first-out method) or market.

Inventories at the end of the respective years consist of the following:

[thousands]	1996	1995
Raw materials	$ 30,102	$ 28,726
Work in process	6,167	5,888
Finished goods	79,299	68,742
	115,568	103,356
Less reserves	13,665	5,118
	$ 101,903	$ 98,238

In 1996, the Company recorded charges totaling $11,000,000 to reduce the carrying value of certain elements of inventory to their net realizable value.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation of plant and equipment is determined by straight-line and accelerated methods over estimated useful lives, which range from 3 to 30 years.

Upon retirement or disposition, cost and the related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in operating results.

Property, plant and equipment at the end of the respective years consist of the following:

[thousands]	1996	1995
Property and improvements	$ 987	$ 969
Buildings and improvements	15,685	15,642
Furniture, fixtures and equipment	61,009	59,275
	77,681	75,886
Less accumulated depreciation	47,527	42,858
	$ 30,154	$ 33,028

Intangible Assets

Intangible assets are stated at cost less accumulated amortization. Amortization is computed using the straight-line method with periods ranging from 15 to 40 years for goodwill and 3 to 16 years for patents, trademarks and other intangible assets.

The Company annually assesses the recoverability of intangible assets, primarily by determining whether the amortization of the balance over its remaining life can be recovered through undiscounted future operating cash flows of the acquired operation. The amount of impairment, if any, is measured primarily based on the deficiency of projected discounted future operating cash flows relative to the value of the asset, using a discount rate reflecting the Company's cost of capital, which is currently 12%.

Intangible assets at the end of the respective years consist of the following:

[thousands]	1996	1995
Goodwill	$ 66,260	$ 68,784
Patents, trademarks and other	4,357	4,604
	70,617	73,388
Less accumulated amortization	16,195	14,697
	$ 54,422	$ 58,691

Income Taxes

The Company provides for income taxes currently payable, and deferred income taxes resulting from temporary differences between financial statement and taxable income, using the asset and liability method.

Federal and state income taxes are provided on foreign subsidiary income distributed to or taxable in the United States during the year. At September 27, 1996, net undistributed earnings of foreign subsidiaries total approximately $39,973,000. A substantial portion of these unremitted earnings have been permanently invested abroad and no provision for federal or state taxes is made on these amounts. With respect to that portion of foreign earnings which may be returned to the United States, provision is made for taxes if the amounts are significant.

The Company's United States entities file a consolidated federal income tax return.

Employee Benefits

The Company and certain of its subsidiaries have various retirement and profit sharing plans. U.S. pension obligations, which are generally based on compensation and years of service, are funded by payments to pension fund trustees. Other foreign pensions are funded as expenses are incurred. The Company's policy is generally to fund the minimum amount required under the Employee Retirement Income Security Act of 1974 for plans subject thereto. Profit sharing costs are funded at least annually.

Foreign Operations

The Company operates internationally, which gives rise to exposure to market risk from movements in foreign exchange rates. The Company uses foreign currency forward contracts and foreign currency options in its selective hedging of foreign exchange exposure. Gains and losses on contracts that qualify as hedges are recognized as an adjustment of the carrying amount of the item hedged. The Company primarily hedges inventory purchases and loans denominated in foreign currencies. The Company does not enter into foreign exchange contracts for trading purposes.

At September 27, 1996, foreign currency forward contracts and options with a notional value of approximately $4,716,000 are in place, hedging existing and anticipated transactions. All of these contracts mature in 1997. Failure of the counterparties to perform their obligations under these contracts would expose the Company to the risk of foreign currency rate movements for those contracts. The Company does not believe the risk is significant.

Assets and liabilities of foreign operations are translated into United States dollars at the rate of exchange existing at the end of the year. Results of operations are translated at monthly average exchange rates. Gains and losses resulting from the translation of foreign currency financial statements are classified as a separate component of shareholders' equity.

Revenue Recognition

Revenue from sales is recognized on the accrual basis, primarily upon the shipment of products, net of estimated costs of returns and allowances.

Advertising

The Company expenses substantially all costs of production of advertising the first time the advertising takes place. Cooperative promotional arrangements are accrued in relation to sales.

Advertising expense in 1996, 1995 and 1994 totals $26,657,000, $26,151,000 and $19,901,000, respectively. Capitalized costs at September 27, 1996 and September 29, 1995 total $2,036,000 and $2,605,000, respectively, and primarily include catalogs and costs of advertising which has not yet run for the first time.

Research and Development

Research and development costs are expensed as incurred.

Reclassification

Certain reclassifications have been made to prior years' amounts to conform with the current year presentation.

Pending Accounting Changes

In 1996, the FASB issued Statement 123, Accounting for Stock-Based Compensation, which requires accounting for employee stock compensation plans using either the fair value method or the intrinsic value based method. The Company will adopt Statement 123 in 1997 and, based on current circumstances, anticipates retaining the intrinsic value based method of accounting for stock options, which is currently in use.

2 Nonrecurring Charges

In 1995, the FASB issued Statement 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, which requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amount. In addition, Statement 121 requires that long-lived assets to be disposed of be reported at the lower of the carrying amount or fair value (less estimated selling expenses). The Company adopted Statement 121 in 1996 and determined that certain of its products would be discontinued. As a result, assets totaling $1,846,000, consisting primarily of tooling, were written off.

The Company also determined that the carrying value of goodwill of one of its subsidiaries, which the Company subsequently closed, could not be recovered through undiscounted future cash flows. Accordingly, the related intangible assets, totaling $1,070,000, were written off.

In 1996, the Company recorded involuntary severance and other exit costs totaling $1,852,000 related to the relocation of one of its manufacturing locations and the outsourcing of the distribution function of another business. Substantially all of the $1,389,000 remaining accrued liability at September 27, 1996 is to be disbursed by December 1996. Approximately 80 employees are impacted by these actions.

In 1996, the Board of Directors approved a plan to divest one of the Company's businesses. The Company estimates the sale of this business will result in a loss of approximately $2,000,000. Accordingly, this loss is recognized in 1996 operating results. The Company expects the sale of this business will be consummated in 1997. Net sales and operating profit of this business were $36,391,000 and $3,043,000, respectively, in 1996. Net assets of this business totaled $16,885,000 at September 27, 1996.

3 Discontinued Operations

In 1993, the Board of Directors approved a formal plan to divest the Company's Marking Systems businesses, which manufactured and marketed hand stamps, ink rolls, ink cartridges and liquid ink jets. As a result of the adoption of the plan of divestiture, the Marking Systems operations have been classified as discontinued for all years presented. The Company completed the divestiture in two separate transactions in 1994, resulting in a gain of $4,052,000 as net sales proceeds exceeded expectations. Net sales of the Marking Systems businesses to the disposal dates were $36,075,000 for 1994. Interest expense of $41,000 for 1994 that was directly attributable to the Marking Systems businesses was allocated to discontinued operations.

4 Acquisitions

In April 1995, the Company acquired substantially all the assets of a line of fishing tackle products. The initial purchase price, including direct expenses, of the acquisition was $25,470,000, of which $22,042,000 was recorded as intangible assets and will be amortized over 25 years. Additional payments in the years 1997 through 2001 are dependent upon the achievement of specified levels of sales and profitability of certain of the acquired products. No additional payments were required in 1996. In connection with the acquisition, the Company entered into an exclusive supply agreement for certain of the products with the third-party manufacturer of such products.

In June 1995, the Company acquired substantially all the assets of a line of electric motors and marine accessories. The purchase price of the acquisition was $2,600,000, of which $2,231,000 was recorded as intangible assets and will be amortized over 15 years. Additional payments in the years 1997 through 2000 are dependent upon achievement of specified levels of sales of the acquired product line. No additional payments were required in 1996.

The acquisitions were accounted for using the purchase method and, accordingly, the consolidated financial statements include the results of operations since the respective dates of acquisition. Additional payments, if required, will increase intangible assets in future years.

5 Indebtedness

Short-term debt at the end of the respective years consists of the following:

[thousands]	1996	1995
Commercial paper and bank loans	$ 35,599	$ 42,978
Current maturities of long-term debt	7,519	7,413
	43,118	50,391
Less short-term debt to be refinanced	-	31,828
	$ 43,118	$ 18,563

Short-term arrangements provide for borrowings with interest rates set periodically by reference to market rates. The weighted average interest rate on short-term indebtedness was 5.8% and 7.0% at September 27, 1996 and September 29, 1995, respectively. The Company's primary facility is a $100,000,000 revolving credit agreement expiring in 2001, which includes $70,000,000 in support of commercial paper issuance. The Company has lines of credit, both foreign and domestic, totaling $150,764,000, of which $112,713,000 is available at September 27, 1996. The Company also has available letters of credit for trade financing purposes.

Long-term debt at the end of the respective years consists of the following:

[thousands]	1996	1995
Senior notes	$ 67,000	$ 29,000
Short-term debt to be refinanced	-	31,828
Revolving credit facility	-	13,172
Notes payable 4.8% to 10.9% maturing through December 2005	2,020	2,361
	69,020	76,361
Less current maturities	7,519	7,413
	$ 61,501	$ 68,948

In 1996, the Company issued unsecured senior notes of $30,000,000 with an interest rate of 7.77% and $15,000,000 with an interest rate of 6.98%. Total annual principal payments ranging from $5,500,000 to $7,500,000 are due beginning in 2000 through 2006. Proceeds from issuance of the senior notes were used to retire an interim revolving credit facility established in 1995 to fund acquisitions and to reduce outstanding borrowings under the Company's primary revolving credit facility. Outstanding

short-term debt totaling $31,828,000 at September 29, 1995 was classified as long-term in anticipation of refinancing with the proceeds of the senior notes.

In 1993 and 1991, respectively, the Company issued unsecured senior notes of $15,000,000 with an interest rate of 6.58% and $25,000,000 with an interest rate of 9.16%. Equal annual principal payments of $7,500,000 for the 1993 senior notes are due in 1998 and 1999. The remaining annual principal payment for the 1991 senior notes is $7,000,000 in 1997.

Principal amounts payable on long-term debt in each of the five years ending September 2001 are as follows:

Year	[thousands]
1997	$ 7,519
1998	7,868
1999	7,679
2000	5,880
2001	6,161

Interest paid was $8,853,211, $6,775,000 and $6,864,000 for 1996, 1995 and 1994, respectively.

Based on the borrowing rates currently available to the Company for debt with similar terms and average maturities, the fair value of the Company's long-term debt as of September 27, 1996 and September 29, 1995 is $69,151,000 and $76,804,000, respectively. The carrying value of all other financial instruments approximates the fair value.

Certain of the Company's loan agreements require that Samuel C. Johnson, members of his family and related entities (Johnson Family) continue to own stock having votes sufficient to elect a 51% majority of the directors. At September 27, 1996, the Johnson Family held approximately

2,169,000 shares or 31% of the Class A common stock, approximately 1,160,000 shares or 94% of the Class B common stock and approximately 72% of the voting power of both classes of common stock taken as a whole. The agreements also contain restrictive covenants regarding the Company's tangible net worth, indebtedness, fixed charge coverage and distribution of earnings. The Company is in compliance with the restrictive covenants of such agreements, as amended.

6 Leases and Other Commitments

The Company leases certain operating facilities and machinery and equipment under long-term, noncancelable operating leases. Future minimum rental commitments under noncancelable operating leases having an initial or remaining term in excess of one year at September 27, 1996 are as follows:

Year	[thousands]
1997	$ 4,098
1998	2,354
1999	1,628
2000	1,167
2001	862
Thereafter	2,093

Rental expense under all leases was approximately $5,309,000, $5,141,000 and $5,145,000 for 1996, 1995 and 1994, respectively.

The Company makes commitments in a broad variety of areas, including capital expenditures, contracts for services, sponsorship of broadcast media and supply of finished products and components, all of which are in the ordinary course of business.

7 Income Taxes

Income tax expense (benefit) for the respective years attributable to income (loss) from continuing operations consists of the following:

[thousands]	1996	1995	1994
Current:			
Federal	$ 518	$ 309	$ (2,045)
State	346	(100)	439
Foreign	6,239	6,489	5,382
Deferred	(6,909)	205	562
	$ 194	$ 6,903	$ 4,338

The significant components of deferred tax expense (benefit) attributable to income (loss) from continuing operations are as follows:

[thousands]	1996	1995	1994
Deferred tax expense (benefit) (exclusive of effects of other components listed below)	$(7,304)	$ 325	$ 998
Adjustments to deferred tax assets and liabilities for enacted changes in tax laws or rates	-	10	(18)
Increase (decrease) in beginning of the year balance of the valuation allowance for deferred tax assets	395	(130)	(418)
	$(6,909)	$ 205	$ 562

In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the years in which those temporary differences become deductible. The Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and deferred tax liabilities at the end of the respective years are presented below:

[thousands]	1996	1995	1994
Deferred tax assets:			
Inventories	$ 6,126	$ 1,867	$ 2,836
Compensation	2,240	1,782	1,816
Restructuring	-	-	377

Foreign income taxes	595	988	1,489
Foreign tax credit carryforwards	2,681	1,129	1,331
Net operating loss carryforwards	2,996	407	360
Other	5,250	4,607	2,870
Total gross deferred tax assets	19,888	10,780	11,079
Less valuation allowance	2,941	1,107	1,591
	16,947	9,673	9,488
Deferred tax liabilities:			
Foreign statutory reserves	1,371	1,204	891
Acquisition accounting	836	638	561
Total deferred tax liabilities	2,207	1,842	1,452
Net deferred tax asset	$14,740	$ 7,831	$ 8,036

Following is the income (loss) from continuing operations before income taxes for domestic and foreign operations:

[thousands]	1996	1995	1994
United States	$ (25,276)	$ 1,164	$ 350
Foreign	14,115	15,828	12,134
	$ (11,161)	$ 16,992	$ 12,484

The significant differences between the statutory federal tax rates and the effective income tax rates are as follows:

	1996	1995	1994
Statutory U.S. federal income tax rate	(34.0)%	34.0%	34.0%
State income taxes, net of federal income tax benefit	(3.4)	(0.9)	1.9
Foreign rate differential	22.8	7.9	5.2
Basis difference on divestiture of business	7.5	-	-
Change in beginning of year valuation allowance for foreign tax credits	3.9	-	-
Foreign operating losses (benefit)	1.2	0.9	(2.7)
Tax credits	-	(1.6)	(0.7)
Other	3.7	0.3	(3.0)
	1.7%	40.6%	34.7%

At September 27, 1996, the Company has $2,681,000 of foreign tax credit carryforwards related to continuing operations available to be offset against future U.S. tax liability. The credits begin expiring in 1999, if not utilized.

During 1996, 1995 and 1994, foreign net operating loss carryforwards related to continuing operations were utilized, resulting in a reduction in income tax expense of $34,000, $130,000 and $428,000, respectively. At September 27, 1996, the Company has a U.S. federal operating loss carryforward of $6,925,000. In addition, certain of the Company's foreign subsidiaries have net operating loss carryforwards totaling $790,000. These amounts are available to offset future taxable income over the next 8 to 15 years and are anticipated to be utilized during this period.

Taxes paid related to continuing operations were $6,816,000, $7,318,000 and $5,896,000 for 1996, 1995 and 1994, respectively.

8 Employee Benefits

Net periodic pension cost for noncontributory pension plans related to continuing operations includes the following components:

[thousands]	1996	1995	1994
Service cost	$ 282	$ 254	$ 265
Interest on projected benefit obligation	599	582	568
Return on plan assets	(436)	(457)	(411)
Net amortization and deferral	(72)	(19)	3
Effect of plan curtailment	-	-	177
	$ 373	$ 360	$ 602

The funded status of the plans related to continuing operations is as follows at the end of the respective years:

[thousands]	1996	1995
Actuarial present value of benefit obligations:		
Vested benefits	$ 7,031	$ 6,030
Non-vested benefits	187	174
Accumulated benefit obligation	7,218	6,204
Effect of projected compensation levels	1,779	1,681
Projected benefit obligation	8,997	7,885
Plan assets at fair value	6,235	5,697
Projected benefit obligation In excess of plan assets	(2,762)	(2,188)
Unrecognized net loss	1,756	1,209
Unrecognized prior service cost	252	278
Unrecognized net asset	(584)	(661)
Pension liability recognized in the consolidated balance sheets	$(1,338)	$ (1,362)

Plan assets are invested primarily in stock and bond mutual funds and insurance contracts.

Actuarial assumptions used to determine the projected benefit obligation and the expected net periodic pension cost are as follows:

	1996	1995	1994
Discount rate	8%	8%	8%
Rate of increase in compensation levels	5%	5%	5%
Expected long-term rate of return on plan assets	8%	8%	8%

A majority of the Company's full-time employees are covered by profit sharing programs. Participating entities determine a profit sharing distribution under various performance and service based formulas.

9 Preferred Stock

The Company is authorized to issue 1,000,000 shares of preferred stock in various classes and series, of which there are none currently issued or outstanding.

10 Common Stock

Common stock at the end of the respective years consists of the following:

	1996	1995
Class A, $.05 par value:		
Authorized	20,000,000	20,000,000
Outstanding	6,901,801	6,886,883
Class B, $.05 par value:		
Authorized	3,000,000	3,000,000
Outstanding	1,228,137	1,228,613

Holders of Class A common stock are entitled to elect 25% of the members of the Board of Directors and holders of Class B common stock are entitled to elect the remaining directors. With respect to matters other than the election of directors or any matters for which class voting is required by law, holders of Class A common stock are entitled to one vote per share while holders of Class B common stock are entitled to ten votes per share. If any dividends (other than dividends paid in shares of the Company) are paid by the Company on its common stock, a dividend would be paid on each share of Class A common stock equal to 110% of the amount paid on each share of Class B common stock. Each share of Class B common stock is convertible at any time into one share of Class A common stock. During 1996, 1995 and 1994, respectively, 476, 1,986 and 284 shares of Class B common stock were converted into Class A common stock.

11 Stock Ownership Plans

The Company's current stock ownership plans provide for issuance of options to acquire shares of Class A common stock by key executives and non-employee directors. Current plans also allow for issuance of restricted stock or stock appreciation rights in lieu of options. All options have been granted at a price not less than fair market value at the date of grant and become exercisable over periods of one to four years from the date of grant, unless accelerated. Stock options generally have a term of 10 years. A summary of stock option activity related to the Company's plans is as follows:

	Shares	Exercise Price
Outstanding at October 1, 1993	594,830	$ 3.50 - 23.25
Granted	122,000	23.00 - 24.38
Exercised	(88,663)	3.50 - 23.25
Cancelled	(40,558)	17.13 - 22.00
Outstanding at September 30, 1994	587,609	3.50 - 24.38
Granted	119,000	18.63 - 21.75
Exercised	(70,138)	3.50 - 23.75
Cancelled	(37,525)	17.13 - 23.75
Outstanding at September 29, 1995	598,946	4.44 - 24.38
Granted	162,000	22.06 - 25.31
Exercised	(12,567)	20.25 - 23.50
Cancelled	(182,158)	17.13 - 23.25
Outstanding at September 27, 1996	566,221	$ 4.44 - 25.31
Exercisable at September 27, 1996	356,756	$ 4.44 - 24.38

In October 1996, options to acquire 75,000 shares of Class A common stock at an exercise price of $13.125 per share were granted. At September 27, 1996, September 29, 1995 and September 30, 1994, 289,833, 286,833, and 276,333 shares, respectively, of restricted Class A common stock were issued under the Company's stock ownership plans. The fair value of the shares awarded in excess of the amount paid for such shares is recognized as contingent compensation and is being amortized over three years from the dates of award, unless accelerated, the period after which all restrictions will have lapsed. At September 27, 1996, 457,500 shares are available for future issuance under all Company stock ownership plans.

The Company's employee stock purchase plan provides for the issuance of up to 150,000 shares of Class A common stock at a purchase price of not less than 85% of the fair market value at the date of grant. During 1996, 1995 and 1994, 17,375, 6,701 and 9,432 shares, respectively, were issued under this plan.

12 Related Party Transactions

The Company and S.C. Johnson & Son, Inc. are controlled by the Johnson Family. Various transactions are conducted between the Company and organizations controlled by the Johnson Family. These include consulting services, office rental, certain administrative activities and, in 1994, the purchase of land for the Company's headquarters facility.

Total costs of these transactions are $440,000, $523,000 and $1,548,000 for 1996, 1995 and 1994, respectively, of which $106,000 and $125,000 are outstanding at September 27, 1996 and September 29, 1995, respectively.

13 Geographic Segments of Business

The Company conducts its worldwide operations through separate geographic area organizations which represent major markets or combinations of markets. The operations are conducted in the United States and various foreign countries, primarily in Europe, Canada and the Pacific Basin.

Net sales and operating profit by geographic area include both sales to customers, as reported in the Company's consolidated statements of operations, and inter-area transfers, which are priced to recover cost plus an appropriate profit margin.

Identifiable assets represent assets that are used in the Company's operations in each geographic area at the end of the years presented.

A summary of the Company's operations by geographic area is presented below:

[thousands]	1996	1995	1994
Net sales:			
United States:			
Unaffiliated customers	$ 184,372	$ 192,426	$ 157,191
Inter-area transfers	6,718	5,749	4,966
Europe:			
Unaffiliated customers	134,048	126,103	100,297
Inter-area transfers	3,107	3,365	3,622
Other	25,976	28,674	26,926
Eliminations	(9,848)	(9,127)	(8,659)
	$ 344,373	$ 347,190	$ 284,343
Operating profit (loss):			
United States	$ (17,347)	$ 6,004	$ 3,807
Europe	13,013	14,409	11,643
Other	2,858	3,331	3,488

	$ (1,476)	$ 23,744	$ 18,938
Identifiable assets:			
United States	$ 150,959	$ 150,691	
Europe	109,026	106,426	
Other	20,783	21,236	
	$ 280,768	$ 278,353	

Export sales in each geographic area total less than 10% of sales to unaffiliated customers. Sales to a single customer and its affiliated entities totaled $34,902,000 in 1995. No customer accounted for 10% or more of sales in 1996 or 1994.

14 Earnings Per Share

Earnings (loss) per share of common stock are computed on the basis of a weighted average number of common and common equivalent shares outstanding. Primary and fully diluted earnings per share are the same. The per share effect of discontinued operations is calculated by dividing the applicable income or loss from discontinued operations by the weighted average common and common equivalent shares outstanding.

The weighted average common and common equivalent shares used in the computation of earnings per common share are 8,113,776, 8,080,684 and 8,067,629 in 1996, 1995 and 1994, respectively. Common stock equivalents are not significant in any year presented.

15 Litigation

The Company is subject to various legal actions and proceedings in the normal course of business, including those related to environmental matters. Although litigation is subject to many uncertainties and the ultimate exposure with respect to these matters cannot be ascertained, management does not believe the final outcome will have a significant effect on the consolidated financial statements.

Auditors' and Management's Reports

JOHNSON WORLDWIDE ASSOCIATES, INC. and Subsidiaries

Independent Auditors' Report

Shareholders and Board of Directors
Johnson Worldwide Associates, Inc.:

We have audited the consolidated balance sheets of Johnson Worldwide Associates, Inc. and subsidiaries as of September 27, 1996 and September 29, 1995 and the related consolidated statements of operations, shareholders' equity and cash flows for each of the years in the three-year period ended September 27, 1996. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Johnson Worldwide Associates, Inc. and subsidiaries as of September 27, 1996 and September 29, 1995, and the results of their operations and their cash flows for each of the years in the three-year period ended September 27, 1996, in conformity with generally accepted accounting principles.

As discussed in note 2 to the consolidated financial statements, the Company adopted the provisions of the Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 121 Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of during the year ended September 27, 1996.

KPMG Peat Marwick LLP
Milwaukee, Wisconsin
November 8, 1996

Report of Management

The management of Johnson Worldwide Associates, Inc. is responsible for the preparation and integrity of all financial statements and other information contained in this Annual Report. We rely on a system of internal financial controls to meet the responsibility of providing accurate financial statements. The system provides reasonable assurances that assets are safeguarded, that transactions are executed in accordance with management's authorization and that the financial statements are prepared on a worldwide basis in accordance with generally accepted accounting principles.

The financial statements for each of the years covered in this Annual Report have been audited by independent auditors, who have provided an independent assessment as to the fairness of the financial statements, after obtaining an understanding of the Company's systems and procedures and performing such other tests as deemed necessary.

The Audit Committee of the Board of Directors, which is composed solely of directors who are not officers of the Company, meets with management and the independent auditors to review the results of their work and to satisfy itself that their respective responsibilities are being properly discharged. The independent auditors have full and free access to the Audit Committee and have regular discussions with the Committee regarding appropriate auditing and financial reporting matters.

Ronald C. Whitaker
President and Chief Executive Officer

Carl G. Schmidt
Senior Vice President and Chief Financial Officer

Five Year Financial Summary

JOHNSON WORLDWIDE ASSOCIATES, INC. and Subsidiaries

[thousands, except per share data]	September 27 1996	September 29 1995	Year Ended September 30 1994	October 1 1993	October 2 1992
Income Statement Data(1)					
Net sales	$344,373	$347,190	$284,343	$280,292	$275,845
Gross profit	119,724	138,155	110,474	114,780	112,185
Operating expenses(2)	121,200	114,411	91,536	103,587	92,621
Operating profit (loss)	(1,476)	23,744	18,938	11,193	19,564
Interest expense	10,181	7,613	6,845	8,309	10,180
Other (income) expense, net	(496)	(861)	(391)	189	(491)
Income (loss) from continuing operations before income taxes	(11,161)	16,992	12,484	2,695	9,875
Income tax expense	194	6,903	4,338	2,055	4,509
Income (loss) from continuing operations	(11,355)	10,089	8,146	640	5,366
Income from discontinued operations	-	-	-	1,169	2,304
Gain (loss) on disposal of discontinued operations	-	-	4,052	(3,000)	-
Net income (loss)	$(11,355)	$10,089	$12,198	$(1,191)	$7,670
Earnings (loss) per common share:					
Continuing operations	$(1.40)	$1.25	$1.01	$.08	$.67
Discontinued operations	-	-	.50	(.23)	.29
Net income (loss)	$(1.40)	$1.25	$1.51	$(.15)	$.96
Weighted average common and common equivalent shares outstanding	8,114	8,081	8,068	7,974	7,953
Balance Sheet Data(1)					
Total assets	$280,768	$278,353	$219,681	$239,121	$236,281
Long-term debt, less current maturities	61,501	68,948	31,190	44,543	43,327
Shareholders' equity	126,424	141,262	128,197	110,818	118,669

(1) All periods have been reclassified to reflect the discontinuation of the Company's Marking Systems businesses.

(2) Includes nonrecurring charges of $6,768,000, $13,000,000 and $4,500,000 in 1996, 1993 and 1992, respectively.

Quarterly Financial Summary

JOHNSON WORLDWIDE ASSOCIATES, INC. and Subsidiaries

[thousands, except per share data]	First 1996	First 1995	Second 1996	Second 1995	Third 1996	Third 1995	Fourth 1996	Fourth 1995
Net sales	$56,405	$53,462	$111,229	$105,797	$110,705	$117,844	$66,034	$70,087
Gross profit	21,321	20,184	44,332	42,480	42,423	48,745	11,648	26,746
Net income (loss)	(2,793)	(1,941)	4,090	6,453	4,202	8,239	(16,854)	(2,662)
Earnings (loss) per common share	$ (.34)	$ (.24)	$ .50	$ .80	$ .52	$ 1.02	$ (2.08)	$ (.33)

Stock prices:								
High	$ 24.25	$ 25.75	$ 23.00	$ 23.75	$ 19.50	$ 23.75	$ 15.25	$ 24.75
Low	21.75	18.25	17.50	19.00	13.50	20.50	13.75	22.50