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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.
For the Quarter Ended August 1, 1997

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 1-9769

LANDS' END, INC.
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	36-2512786 (I.R.S. Employer Identification No.)
Lands' End Lane, Dodgeville, WI (Address of principal executive offices)	53595 (Zip code)
Registrant's telephone number, including area code	608-935-9341

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 the number of shares outstanding of each of the issuer's classes of common stock as of September 12, 1997:

Common stock, $.01 par value 32,035,450 shares outstanding

LANDS' END, INC. & SUBSIDIARIES
INDEX TO FORM 10-Q

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

LANDS' END, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Three months ended Aug. 1, 1997 (Unaudited)	Three months ended Aug. 2, 1996 (Unaudited)
Net sales	$219,883	$196,160
Cost of sales	117,350	106,691
Gross profit	102,533	89,469
Selling, general and administrative expenses	96,780	84,516
Income from operations	5,753	4,953
Other income (expense):		
Interest expense	(204)	(73)

Interest income	552	74
Other	(346)	(28)
Total other income (expense), net	2	(27)
Income before income taxes	5,755	4,926
Income tax provision	2,327	1,976
Net income	$ 3,428	$ 2,950
Net income per share	$ 0.11	$ 0.09
Weighted average shares outstanding	32,220	33,247

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

LANDS' END, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Six months ended	
	Aug. 1, 1997	Aug. 2, 1996
	(unaudited)	
Net sales	$464,603	$407,995
Cost of sales	249,338	223,789
Gross profit	215,265	184,206
Selling, general and administrative expenses	198,945	171,600
Income from operations	16,320	12,606
Other income (expense):		
Interest expense	(346)	(169)
Interest income	1,508	100
Gain on sale of subsidiary	7,805	-
Other	(688)	(263)
Total other income, (expense) net	8,279	(332)
Income before income taxes	24,599	12,274
Income tax provision	9,865	4,915
Net income	$ 14,734	$ 7,359
Net income per share	$ 0.46	$ 0.22
Weighted average shares outstanding	32,304	33,437

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

LANDS' END, INC. & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands)

	Aug. 1, 1997	January 31, 1997	Aug. 2, 1996 (unaudited)
Assets			
Current assets:			
Cash and cash equivalents	$ 5,781	$ 92,827	$ 4,179
Receivables	7,033	8,739	5,500
Inventory	217,104	142,445	168,468
Prepaid advertising	12,728	11,066	9,772
Other prepaid expenses	5,103	5,440	5,250
Income taxes receivable	-	-	597
Deferred income tax benefit	11,522	11,522	10,914
Total current assets	259,271	272,039	204,680
Property, plant and equipment, at cost:			
Land and buildings	71,767	72,360	72,261
Fixtures and equipment	105,518	98,642	89,308
Leasehold improvements	5,149	4,291	3,253
Construction in progress	8,028	1,337	-
Total property, plant and equipment	190,462	176,630	164,822
Less-accumulated depreciation and amortization	79,854	72,946	66,514
Property, plant and equipment, net	110,608	103,684	98,308
Intangibles, net	888	2,322	2,369
Total assets	$370,767	$378,045	$305,357
Liabilities and shareholders' investment			
Current liabilities:			
Lines of credit	$ 17,622	$ 11,195	$ 16,463
Accounts payable	85,013	76,585	63,111
Reserve for returns	3,280	5,184	2,462
Accrued liabilities	22,295	28,141	22,496
Accrued profit sharing	812	2,937	288
Income taxes payable	4,262	21,524	-
Total current liabilities	133,284	145,566	104,820
Deferred income taxes	8,814	8,814	7,212
Long-term liabilities	-	660	387
Shareholders' investment:			
Common stock, 40,221 shares issued	402	402	402
Donated capital	8,400	8,400	8,400
Additional paid-in capital	26,359	26,230	26,196
Deferred compensation	(1,216)	(1,370)	(1,526)
Currency translation adjustments	1,088	378	419
Retained earnings	325,795	311,061	267,468
Treasury stock, 8,123, 7,778 and 7,258 shares at cost, respectively	(132,159)	(122,096)	(108,421)
Total shareholders' investment	228,669	223,005	192,938
Total liabilities and shareholders' investment	$370,767	$378,045	$305,357

The accompanying notes to consolidated financial statements are an integral part of these consolidated balance sheets.

LANDS' END, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Six Months Ended Aug. 1, 1997 (unaudited)	Six Months Ended Aug. 2, 1996 (unaudited)
Cash flows from (used for) operating activities:		
Net income	$ 14,734	$ 7,359
Adjustments to reconcile net income to net cash flows from operating activities-		
Depreciation and amortization	8,022	6,644
Deferred compensation expense	154	(333)
Pre-tax gain on sale of subsidiary	(7,805)	-
Loss on disposal of fixed assets	64	283
Changes in current assets and liabilities excluding the effects of acquisitions and divestitures:		
Receivables	1,391	2,564
Inventory	(80,495)	(3,652)
Prepaid advertising	(1,662)	6,052
Other prepaid expenses	(1,384)	45
Income taxes receivable	-	(597)
Accounts payable	12,886	731
Reserve for returns	(1,904)	(2,093)
Accrued liabilities	(3,977)	(1,255)
Accrued profit sharing	(2,125)	(1,195)
Income taxes payable	(17,262)	(13,256)
Other	179	128
Net cash flows (used for) from operating activities	(79,184)	1,425
Cash flows from investing activities:		
Cash paid for capital additions	(16,576)	(6,196)
Proceeds from sale of subsidiary	12,350	-
Net cash flows used for investing activities	(4,226)	(6,196)
Cash flows from financing activities:		
Proceeds from short-term debt	6,427	7,144
Purchases of treasury stock	(10,063)	(15,370)
Net cash flows used for financing activities	(3,636)	(8,226)
Net decrease in cash and cash equivalents	(87,046)	(12,997)
Beginning cash and cash equivalents	92,827	17,176
Ending cash and cash equivalents	$ 5,781	$ 4,179
Supplemental cash flow disclosures:		
Interest paid	$ 345	$ 166
Income taxes paid	27,552	15,984

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

LANDS' END, INC. & SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Interim financial statements

The condensed consolidated financial statements included herein have been prepared by Lands' End, Inc. (the company), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission, and in the opinion of management contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the financial position. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the company believes that the disclosures are adequate to make the information presented not misleading. The results of operations for the interim periods disclosed within this report are not necessarily indicative of future financial results. These consolidated financial statements are condensed and should be read in conjunction with the financial statements and the notes thereto included in the company's latest Annual Report on Form 10-K, which includes financial statements for the year ended January 31, 1997.

2. Reclassification

Certain financial statement amounts have been reclassified to be consistent with the current presentation.

Item 2. Management's Discussion and Analysis

Results of Operations

Three Months Ended August 1, 1997, compared with Three Months Ended August 2, 1996

The company's net sales in the second quarter of fiscal 1998 increased 12.1 percent to $219.9 million from $196.2 million in the same quarter last year. The growth in sales during the quarter just ended came from the company's specialty businesses and foreign-based operations, as well as from the core U.S. business, represented by the monthly and prospecting catalogs. The sales increase during the quarter just ended was primarily due to an overall increase in the number of catalogs and pages mailed. Overall productivity, or sales per page, was down from the prior year, partially due to the increase in pages mailed. Net sales for last year's second quarter included $4.8 million from The Territory Ahead, in which the company had a majority interest at that time. Excluding this amount from fiscal 1997's revenues, net sales for the second quarter of fiscal 1998 increased 14.9 percent.

Update on the effect of the UPS strike

The company's normal service standard is to ship all in-stock from its distribution center within one business day of receiving the customer's order. Approximately 95 percent of all packages are then delivered to customers in the United States within two business days after they leave the Lands' End distribution center. During the 15-day UPS strike, all packages were shipped out of Dodgeville within one business day and were mailed to customers via Priority Mail through the United States Postal Service. From our tracking, we know that most customers received their shipments within 2 to 4 business days.

As soon as the strike began, directly after the close of the second quarter, there was a decline in the number of customer calls. As a result, the year-over-year trend in sales for the first five weeks of the third quarter has been below that of the second quarter. However, since the strike ended, customer calls have rebounded.

Additional costs of approximately $1.3 million were incurred during the strike for shipping packages via Priority Mail and for advertising to encourage customers to call.

Inventory at the end of the quarter was $217 million, up 29 percent from $168 million in the prior year. Last year many customers were disappointed when their orders could not be filled during the late fall and holiday seasons. This year the company has increased inventory in its efforts to provide an annualized first-time fulfillment rate of at least 90 percent for all items ordered by customers. Higher inventory levels may result in greater product liquidations at lower margins in the future periods.

Gross profit in this year's second quarter was $102.5 million, or 46.6 percent of net sales, compared with $89.5 million, or 45.6 percent of net sales, in the second quarter of the prior year. The improvement in gross profit margin was primarily due to higher initial markups. Liquidations of excess inventory were about six percent of net sales in the current year's second quarter, compared with about eight percent in the prior year.

In the quarter just ended, selling, general and administrative expenses increased 14.5 percent to $96.8 million, compared with $84.5 million for last year's second quarter. As a percentage of sales, SG&A was 44.0 percent, compared with 43.1 percent in the same period last year. The increase in the SG&A ratio during the quarter was principally the result of relatively higher order-fulfillment expenses due to higher wages and a higher level of backorders; additional investment in information systems; and relatively higher costs due to increased catalog circulation. The company increased the number of catalogs and pages mailed to customers, however, paper prices were lower than in the prior year.

Net income for the quarter just ended was $3.4 million, up 16.2 percent from the $3.0 million earned in the same quarter last year. Earnings per share totaled $0.11 for the quarter just ended, compared with $0.09 in the prior year.

Six Months Ended August 1, 1997, compared with
Six Months Ended August 2, 1996

The company's net sales in the first six months of fiscal 1998 increased 13.9 percent to $464.6 million from $408.0 million in the same period last year. The increase in net sales was due primarily to the same factors disclosed above for the three months ended August 1, 1997. Net sales from The Territory Ahead for the first six months in fiscal 1998 and 1997 were $5.1 million and $11.6 million, respectively. Excluding these amounts, net sales for the first six months of fiscal 1998 increased 15.9 percent.

Gross profit of $215.3 million for the first six months of fiscal 1998 increased 16.9 percent from $184.2 million in the same six-month period last year. As a percentage of net sales, gross profit increased from 45.1 percent in fiscal 1997 to 46.3 percent in fiscal 1998. The increase in gross profit was due principally to the same factors disclosed above for the second quarter ended August 1, 1997. Year-to-date liquidation sales were about seven percent, compared with eight percent during the same period last year.

Selling, general and administrative expenses increased 15.9 percent to $198.9 million in the first six months of fiscal 1998 from $171.6 million in the same period last year. As a percentage of net sales, selling, general and administrative expenses increased to 42.8 percent in fiscal 1998 from 42.1

percent in fiscal 1997. The increase in the SG&A ratio was the result of relatively higher net shipping costs along with the same factors listed above for the second quarter ended August 1, 1997.

Net income in the first half of fiscal 1998 was $14.7 million, or $0.46 per share. This includes an after-tax gain of $4.7 million, or $0.15 per share, from the sale of the company's majority interest in The Territory Ahead. Excluding this non-recurring gain, net income in the first half of fiscal 1998 was $10.1 million, or $0.31 per share, compared with $7.4 million, or $0.22 per share, earned in the first half of the prior year.

Seasonality of business

The company's business is highly seasonal. Historically, a disproportionate amount of the company's net sales and a majority of its profits have been realized during the fourth quarter. If the company's sales were materially different from seasonal norms during the fourth quarter, the company's annual operating results could be materially affected. In addition, as the company continues to refine its marketing efforts by experimenting with the timing of its catalog mailings, quarter results may fluctuate. Accordingly, results for the individual quarters are not necessarily indicative of the results to be expected for the entire year.

Liquidity and capital resources

To date, the bulk of the company's working capital needs have been met through funds generated from operations and from short-term bank loans. The company's principal need for working capital has been to meet peak inventory requirements associated with its seasonal sales pattern. In addition, the company's resources have been used to purchase treasury stock and make asset additions.

The company will continue to explore investment opportunities arising from the expansion of its international businesses and the development of new businesses. While this investment spending has had some negative short term impact on earnings, it is not expected to have a material effect on liquidity.

At August 1, 1997, the company had unsecured domestic credit facilities totaling $110 million, all of which was unused. The company also maintains foreign credit lines for use in foreign operations totaling the equivalent of approximately $51 million as of August 1, 1997, of which $17.6 million was used. The company has a separate $20 million bank facility available to fund treasury stock purchases and capital expenditures, all of which was unused. This facility runs through May 31, 1998.

Since fiscal 1990, the company's board of directors has authorized the company from time to time to purchase a total of 10.7 million shares of treasury stock. As of September 12, 1997, 9.2 million shares have been purchased, and there is a balance of 1.5 million shares available to the company. The company anticipates accelerating the rate of treasury stock purchases under its previously announced authorization during the remainder of fiscal 1998, and may use short-term borrowings under its existing bank facilities to finance these purchases.

Capital expenditures for fiscal 1998 are currently planned to be about $48 million, of which about $17 million had been expended through August 1, 1997. Major projects to date as of August 1, 1997, included expansion of distribution facilities in Dodgeville, WI, new computer hardware and software and replacement of corporate aircraft. The company believes that its cash flow from operations and borrowings under its current credit facilities will provide adequate resources to meet its capital requirements, treasury stock purchases and operational needs for the foreseeable future.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings
There are no material legal proceedings presently pending, except for routine litigation incidental to the business, to which Lands' End, Inc., is a party or of which any of its property is the subject.

Items 2 and 3 are not applicable and have been omitted.

Item 4. Submission of Matters to a Vote of Security Holders
There were no matters submitted to a vote of security holders for the quarter ended August 1, 1997, other than those disclosed in the Form 10-Q dated May 2, 1997, reporting the results of the company's annual meeting.

Item 5 is not applicable and has been omitted.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

The following exhibit is filed as part of this report:

Table Number	Description	Exhibit Number
(11)	Statement of recomputation of earnings per share	1

(b) Reports on Form 8-K
A report on Form 8-K was filed June 17, 1997, reporting a meeting with members of the financial community in New York, New York, on Thursday, May 22, 1997.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, its duly authorized officer and chief financial officer.

LANDS' END, INC.

Date: September 12, 1997 By /s/ BRADLEY K. JOHNSON
Bradley K. Johnson
Senior Vice President,
Chief Administrative Officer
and Chief Financial Officer

Exhibit 11.1

COMPUTATION OF EARNINGS PER SHARE

LANDS' END, INC. & SUBSIDIARIES
COMPUTATION OF EARNINGS PER SHARE
(In thousands, except per share amounts)

	Three months ended		Six Months Ended	
	08/01/97	08/02/96	08/01/97	08/02/96
Net income............................	$ 3,428	$ 2,950	$ 14,734	$ 7,359

Average shares of common stock outstanding during the period..........	32,220	33,247	32,304	33,437
Incremental shares from assumed exercise of stock options (primary)....	361	197	347	109
	32,581	33,444	32,651	33,546
Primary earnings per share.............	$ 0.11	$ 0.09	$ 0.45	$ 0.22
Average shares of common stock outstanding during the period..........	32,220	33,247	32,304	33,437
Incremental shares from assumed exercise				
of stock options (fully diluted).......	377	197	377	154
	32,597	33,444	32,681	33,591
Fully diluted earnings per share.......	$ 0.11	$ 0.09	$ 0.45	$ 0.22
Average shares of common stock outstanding during the period..........	32,220	33,247	32,304	33,437
Basic earnings per share...............	$ 0.11	$ 0.09	$ 0.46	$ 0.22

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM CONSOLIDATED BALANCE SHEETS, CONSOLIDATED STATEMENTS OF OPERATIONS, AND COMPUTATION OF EARNINGS PER SHARE AND ITS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS AND EXHIBIT.
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