

SECURITIES AND EXCHANGE COMMISSION

FORM U-3A-2/A

Statement by holding company claiming exemption [Rule 2] [amend]

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FILER

WICOR INC

CIK: **314890** | IRS No.: **391346701** | State of Incorpor.: **WI** | Fiscal Year End: **1231**
Type: **U-3A-2/A** | Act: **35** | File No.: **069-00255** | Film No.: **94523446**
SIC: **4924** Natural gas distribution

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM U-3A-2 AMENDED

STATEMENT BY HOLDING COMPANY CLAIMING EXEMPTION
 UNDER RULE U-3A-2 FROM THE PROVISIONS OF
 THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

To Be Filed Annually Prior to March 1

WICOR, Inc.

 (Name of holding company claiming exemption)

Robert A. Nuernberg
 626 East Wisconsin Avenue
 Milwaukee, WI 53202

(Name and address of agent for service)

It is respectfully requested that a copy of all communications relating to this filing to be sent to:

Joseph P. Wenzler
 Vice President, Treasurer
 and Chief Financial Officer
 WICOR, Inc.
 626 East Wisconsin Avenue
 Milwaukee, Wisconsin 53202

Robert A. Nuernberg
 Secretary
 WICOR, Inc.
 626 East Wisconsin Avenue
 Milwaukee, Wisconsin 53202

WICOR, Inc. ("WICOR") hereby files with the Securities and Exchange Commission, pursuant to Rule U-2 and Section 3(a)(1) of the Public Utility Holding Company Act of 1935 (the "Act"), its statement claiming exemption as a holding company from the provisions of the Act. In support of such claim for exemption the following information is submitted:

1. Name, State of organization, location and nature of business of claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which claimant directly or indirectly holds an interest.

WICOR, the holding company claiming exemption from the provisions of the Act, is incorporated under the laws of the State of Wisconsin and maintains its principal office and place of business at 626 East Wisconsin Avenue, Milwaukee, Wisconsin. It is not engaged directly in any business. It is the sole shareholder of Wisconsin Gas Company ("Wisconsin Gas"), Sta-Rite Industries, Inc. ("Sta-Rite"), SHURflo Pump Manufacturing Co. ("SHURflo") and WEXCO of Delaware, Inc. ("WEXCO").

Wisconsin Gas is incorporated under the laws of the State of Wisconsin and maintains its principal office and place of business at 626 East Wisconsin Avenue, Milwaukee, Wisconsin. Wisconsin Gas is a "gas utility company" and a "public-utility company" under the Act. At December 31, 1993, Wisconsin Gas distributed gas to 485,103 customers in 487 communities in Wisconsin, where all of its business is conducted. Wisconsin Gas is subject to the jurisdiction of the Public Service Commission of Wisconsin as to various phases of its operations, including rates, service and issuance of securities.

Sta-Rite is incorporated under the laws of the State of Wisconsin and maintains its principal office and place of business at 293 Wright Street, Delavan, Wisconsin. Sta-Rite is a manufacturer of pumps and water processing equipment for markets throughout the world. Sta-Rite has manufacturing and assembly activities which are carried on in four plants in the United States, and one each in Canada, Germany, Italy, Australia and New Zealand.

SHURflo is incorporated under the laws of California and maintains its principal office and place of business at 12650 Westminster Avenue, Santa Ana, California. SHURflo is a manufacturer and marketer of pumps for the beverage, recreational vehicle and marine, industrial and water markets. SHURflo has its manufacturing plant in Santa Ana, California, a distribution facility in Indiana, and an assembly warehouse in England.

WEXCO is incorporated under the laws of the State of Delaware and maintains its principal office and place of business at 626 East Wisconsin Avenue, Milwaukee, Wisconsin. WEXCO was engaged in natural gas and oil exploration and development through financial partnerships with established independent producers. WEXCO sold substantially all of its properties in 1993.

2. A brief description of the properties of claimant and each of its subsidiary public utility companies used for the generation, transmission, and distribution of electric energy for sale, or for the production, transmission, and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission line, producing fields, gas manufacturing plant, and electric and gas distribution facilities including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such State.

Wisconsin Gas, the only "public-utility company" of WICOR, operates integrated transmission and distribution facilities in the State of Wisconsin only. On December 31, 1993, Wisconsin Gas' distribution systems included approximately 7,800 miles of mains, 398,000 services and 488,000 active meters. Wisconsin Gas also owns its main office building in Milwaukee, office buildings in certain other communities in which it serves, regulating and metering stations, peaking facilities and its major service centers, including garage and warehouse facilities. All of Wisconsin Gas' properties are located in Wisconsin.

3. The following information for the last calendar year with respect to claimant and each of its subsidiary public utility companies:

- (a) Number of kwh of electric energy sold (at retail or wholesale), and Mcf of natural or manufactured gas distributed at retail.

For the calendar year ended December 31, 1993, 120,527 Mdth of natural gas were sold at retail or transported by Wisconsin Gas. (One dekatherm (dth) equals 1,000,000 Btu's. "Mdth" means one thousand dekatherms, or one billion Btu's.) Neither WICOR nor Wisconsin Gas distributed any manufactured gas at retail during this period.

- (b) Number of kwh of electric energy and Mcf of natural or manufactured gas distributed at retail outside the State in which each such company is organized.

For the calendar year ended December 31, 1993, neither WICOR nor Wisconsin Gas distributed at retail any manufactured or natural gas outside Wisconsin, the State in which each of these companies is organized.

- (c) Number of kwh of electric energy and Mcf of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.

For the calendar year ended December 31, 1993, neither WICOR nor Wisconsin Gas sold at wholesale any natural or manufactured gas outside Wisconsin, the State in which each of these companies is organized, or at the State line.

- (d) Number of kwh of electric energy and Mcf of natural gas or manufactured gas purchased outside the State in which each such company is organized, or at the State line.

For the calendar year ended December 31, 1993, Wisconsin Gas purchased 53,138 Mdth of natural gas outside the State of Wisconsin for its Wisconsin general system supply.

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4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in U.S. dollars.

- (a) Name, location, business address and description of the facilities used by the EWG or foreign company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

None.

- (b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.

Not applicable.

- (c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

None.

- (d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

Not applicable.

- (e) Identify any service, sale or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

Not applicable.

EXHIBIT 1

A consolidating statement of income and surplus of the claimant and its subsidiary companies for the last calendar year, together with a consolidating balance sheet of claimant and its subsidiary companies as of the close of such calendar year.

The following consolidating financial statements of WICOR are filed herewith.

WICOR, Inc. and Subsidiaries

- Consolidating Statement of Income, Year Ended December 31, 1993
- Consolidating Statement of Retained Earnings, Year Ended December 31, 1993
- Consolidating Balance Sheet, December 31, 1993

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EXHIBIT 2

Not required.

EXHIBIT 3

An organization chart showing the relationship of each EWG or foreign utility company to associate companies in the holding-company system.

Not applicable.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 15th day of April, 1994.

WICOR, Inc.

By /S/ JOSEPH P. WENZLER

Joseph P. Wenzler
Vice President, Treasurer and
Chief Financial Officer

ATTEST:

[CORPORATE SEAL]

/S/ ROBERT A. NUERNBERG

Robert A. Nuernberg
Secretary

Name, title and address of officer to whom notices and correspondence concerning the statement should be addressed.

Robert A. Nuernberg, Secretary
WICOR, Inc.
626 E. Wisconsin Avenue
Milwaukee, WI 53202

WICOR, Inc. and Subsidiaries
Consolidating Statement of Income
Year Ended December 31, 1993
(Thousands of Dollars)

<TABLE>
<CAPTION>

	WICOR, Inc.	Wisconsin Gas Company	Sta-Rite Industries, Inc.	SHURflo Pump Manufac- turing Co.	WEXCO of Delaware, Inc.	Filtron Technology Corpor- ation	Elim. and Reclass.	Consol- idated
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Revenues:								
Operating revenues	\$ -	\$ 574,835	\$ 228,030	\$ 46,615	\$ 48	\$ -	\$ -	\$ 849,528
Equity in earnings of subsidiary companies	30,856	-	-	-	-	-	30,856	-
	30,856	574,835	228,030	46,615	48	-	30,856	849,528
Costs and Expenses:								
Cost of sales - gas	-	382,027	-	-	-	-	-	382,027
Cost of sales - manufacturing	-	-	169,059	28,238	-	-	-	197,297
Operating and maintenance	1,722	109,664	44,109	13,421	152	-	-	169,068
Depreciation	152	27,892	-	-	-	-	-	28,044
Taxes, other than income taxes	68	9,063	-	-	10	-	-	9,141
	1,942	528,646	213,168	41,659	162	-	-	785,577
Operating Income	28,914	46,189	14,862	4,956	(114)	-	30,856	63,951
Other Income (Deductions):								
Interest expense	(259)	(14,781)	(2,465)	(126)	-	-	(203)	(17,428)
Interest income	267	10	238	72	206	-	203	590
Other, net	-	(268)	(79)	63	(273)	233	-	(324)
	8	(15,039)	(2,306)	9	(67)	233	-	(17,162)
Income Before Income Taxes	28,922	31,150	12,556	4,965	(181)	233	30,856	46,789
Income Taxes	(391)	11,280	5,050	1,600	(63)	-	-	17,476
Net Income	\$ 29,313	\$ 19,870	\$ 7,506	\$ 3,365	\$ (118)	\$ 233	\$ 30,856	\$ 29,313

/TABLE

WICOR, Inc. and Subsidiaries
Consolidating Statement of Retained Earnings
Year Ended December 31, 1993
(Thousands of Dollars)

<TABLE>
<CAPTION>

	WICOR, Inc.	Wisconsin Gas Company	Sta-Rite Industries, Inc.	SHURflo Pump Manufac- turing Co.	WEXCO of Delaware, Inc.	Filtron Technology Corpor- ation	Elim. and Reclass.	Consol- idated
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Balance - Beginning of Year	\$ 90,102	\$ 57,467	\$ 37,873	\$ 6,445	\$ (12,674)	\$ 167	\$ 89,278	\$ 90,102
Add: Net income	29,313	19,870	7,506	3,365	(118)	233	30,856	29,313
	119,415	77,337	45,379	9,810	(12,792)	400	120,134	119,415
Deduct:								
Adjustment to conform fiscal year of SHURflo Pump Manufacturing Co.	152	-	-	152	-	-	152	152
Common stock dividends, \$1.54 per share*	24,099	16,000	5,000	500	-	-	21,500	24,099
Distribution to SHURflo Pump Manufacturing Co. partners	521	-	-	521	-	-	521	521

	24,772	16,000	5,000	1,173	-	-	22,173	24,772
Balance - End of Year	\$ 94,643	\$ 61,337	\$ 40,379	\$ 8,637	\$(12,792)	\$ 400	\$ 97,961	\$ 94,643

</TABLE>

* Refers to consolidated information.

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WICOR, Inc. and Subsidiaries
Consolidating Balance Sheet
December 31, 1993

<TABLE>
<CAPTION>

(Thousands of Dollars)	WICOR, Inc.	Wisconsin Gas Company	Sta-Rite Industries, Inc.	SHURflo Pump Manufac- turing Co.	WEXCO of Delaware, Inc.	Elim. and Reclass.	Consol- idated
Assets							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Current Assets:							
Cash and temporary cash investments	\$ 7,105	\$ 9,680	\$ 5,496	\$ 624	\$ 48	\$ -	\$ 22,953
Accounts receivable, less allowance for doubtful accounts of \$9,351*	-	64,006	43,341	4,061	-	-	111,408
Accounts receivable - intercompany	2,162	-	729	-	4,491	7,382	-
Accrued utility revenues	-	53,483	-	-	-	-	53,483
Gas inventory	-	44,697	-	-	-	-	44,697
Manufacturing inventory	-	-	51,397	6,682	-	-	58,079
Deferred income taxes	146	8,280	1,020	559	-	-	10,005
Prepayments and other	112	11,473	2,282	102	-	-	13,969
	9,525	191,619	104,265	12,028	4,539	7,382	314,594
Investments - Associated Companies	265,992	-	-	-	-	265,992	-
Property, Plant and Equipment, at cost	-	679,968	87,642	10,094	-	-	777,704
Less - Accumulated Depreciation	-	330,259	40,464	6,281	-	-	377,004
	-	349,709	47,178	3,813	-	-	400,700
Deferred Charges and Other:							
Deferred income taxes	-	-	-	-	-	-	-
Prepaid pensions	-	24,418	5,162	-	-	-	29,580
Gas transition costs	-	15,485	-	-	-	-	15,485
Deferred environmental costs	-	41,641	-	-	-	-	41,641
Other regulatory assets	-	57,211	-	-	-	-	57,211
Deferred systems development costs	-	38,808	-	-	-	-	38,808
Other	4,214	18,321	12,487	686	-	1	35,707
	4,214	195,884	17,649	686	-	1	218,432
	\$ 279,731	\$ 737,212	\$ 169,092	\$ 16,527	\$ 4,539	\$ 273,375	\$ 933,726

* Refers to consolidated information.

/TABLE

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WICOR, Inc. and Subsidiaries
Consolidating Balance Sheet
December 31, 1993

<TABLE>
<CAPTION>

(Thousands of Dollars)	WICOR, Inc.	Wisconsin Gas Company	Sta-Rite Industries, Inc.	SHURflo Pump Manufac- turing Co.	WEXCO of Delaware, Inc.	Elim. and Reclass.	Consol- idated
Liabilities and Capitalization							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Current Liabilities:							
Accounts payable	\$ -	\$ 45,828	\$ 15,720	\$ 1,135	\$ -	\$ -	\$ 62,683
Refundable gas costs	-	15,596	-	-	-	-	15,596
Accounts payable - intercompany	-	5,720	-	1,653	9	7,382	-
Short-term borrowings	-	108,000	26,918	-	-	-	134,918
Current portion of long-term debt	-	2,000	838	9	-	-	2,847
Accrued payroll and benefits	-	7,560	6,466	630	-	-	14,656
Accrued taxes	2,875	2,462	3,461	1,291	-	-	10,089
Other	353	3,715	10,277	854	-	-	15,199
	3,228	190,881	63,680	5,572	9	7,382	255,988
Deferred Credits:							
Deferred income taxes	-	43,590	2,878	(802)	212	-	45,878

Unamortized investment tax credit	-	8,654	-	-	-	-	8,654
Environmental remediation costs	-	40,000	-	-	-	-	40,000
Gas transition costs	-	15,485	-	-	-	-	15,485
Postretirement benefit obligation	-	53,895	13,615	-	-	-	67,510
Other regulatory liabilities	-	50,179	-	-	-	-	50,179
Other	(1,257)	12,238	1,872	(78)	10	(1,741)	14,526
	(1,257)	224,041	18,365	(880)	222	(1,741)	242,232
Capitalization:							
Long-term debt	7,484	147,644	9,986	116	-	-	165,230
Redeemable preferred stock	-	-	-	-	-	-	-
Common equity:							
Common stock	16,407	9	1	100	2	112	16,407
Other paid-in capital	166,710	113,300	36,681	2,982	17,098	170,061	166,710
Retained earnings	94,643	61,337	40,379	8,637	(12,792)	97,561	94,643
Unearned compensation	(7,484)	-	-	-	-	-	(7,484)
	277,760	322,290	87,047	11,835	4,308	267,734	435,506
	\$ 279,731	\$ 737,212	\$ 169,092	\$ 16,527	\$ 4,539	\$ 273,375	\$ 933,726

/TABLE