

SECURITIES AND EXCHANGE COMMISSION

FORM S-3/A

Registration statement for specified transactions by certain issuers [amend]

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FILER

TIMBERLAND CO

CIK: **814361** | IRS No.: **020312554** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-3/A** | Act: **33** | File No.: **033-56921** | Film No.: **94566364**
SIC: **3140** Footwear, (no rubber)

Mailing Address
11 MERRILL INDUSTRIAL
DRIVE
HAMPTON NH 03842

Business Address
11 MERRILL INDUSTRIAL DR
HAMPTON NH 03842
6039261600

Registration No. 33-56921

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1
TO
Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The Timberland Company
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

02-0312554
(I.R.S. Employer
Identification Number)

200 Domain Drive
Stratham, New Hampshire 03885
(Address, of principal executive offices, including zip code)

SIDNEY W. SWARTZ
The Timberland Company
200 Domain Drive
Stratham, New Hampshire 03885
(603) 772-9500
(Name and address, including zip code, and telephone
number, including area code, of agent for service)

Please send copies of all communications to:
HEMMIE CHANG, ESQUIRE
Ropes & Gray
One International Place
Boston, Massachusetts 02110

Approximate date of commencement of proposed sale to the public

_____.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ___

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ___

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has duly caused this amendment to the registration statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stratham, State of New Hampshire, on the 27th day of December, 1994.

THE TIMBERLAND COMPANY

By: Sidney W. Swartz *
Sidney W. Swartz
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity in Which Signed	Date
Sidney W. Swartz *		
Sidney W. Swartz	Chairman of the Board, Chief	12/27/94

Executive Officer, President and
Director (principal executive officer)

Keith D. Monda *
Keith D. Monda Senior Vice President-Finance and Administration and Chief Financial Officer (principal financial officer) 12/27/94

Dennis W. Hagele *
Dennis W. Hagele Corporate Controller and Chief Accounting Officer (controller and principal accounting officer) 12/27/94

/s/ Jeffrey B. Swartz
Jeffrey B. Swartz Executive Vice President Chief Operating Officer and Director 12/27/94

John F. Brennan *
John F. Brennan Director 12/27/94

Abraham Zaleznik *
Abraham Zaleznik Director 12/27/94

Robert M. Agate *
Robert M. Agate Director 12/27/94

*By: /s/ Jeffrey B. Swartz
Jeffrey B. Swartz
Attorney in Fact