

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **1999-03-26** | Period of Report: **1998-12-31**
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FILER

DODGE & COX FUNDS

CIK: **29440** | IRS No.: **946067274** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **24F-2NT** | Act: **33** | File No.: **002-11522** | Film No.: **99573269**

Mailing Address

*ONE SANSOME ST
35TH FL
SAN FRANCISCO CA 94117*

Business Address

*ONE SANSOME ST
35TH FL
SAN FRANCISCO CA 94117
4159811710*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 24F-2
Annual Notice of Securities Sold
Pursuant to Rule 24f-2

Read instructions at end of Form before preparing Form. Please print or type.

1. Name and address of issuer:

Dodge & Cox Funds
One Sansome Street, 35th Floor
San Francisco, CA 94104

2. The name of each series or class of securities for which this Form is filed
(If the form is being filed for all series and classes of securities of the
issuer, check the box but do not list series or classes): []

Dodge & Cox Stock Fund

3. Investment Company Act File Number: 811-173

Securities Act File Number: 2-11522

4(a). Last day of fiscal year for which this notice is filed:

December 31, 1998

4(b). [] Check box if this Form is being filed late (i.e. more than 90
calendar days after the end of the issuer's fiscal year).
((See Instruction A.2))

Note: If the Form is being filed late, interest must be paid on the
registration fee due.

4(c). [] Check box if this is the last time the issuer will be filing this Form.

5. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f):	\$ 1,629,607,526 -----
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(ii) Aggregate price of securities redeemed or \$ 1,160,943,436
repurchased during the fiscal year: -----

(iii) Aggregate price of securities redeemed or \$ -0-
repurchased during any PRIOR fiscal year -----
ending no earlier than October 11,1995
that were not previously used to reduce
registration fees payable to the Commission:

(iv) Total available redemption credits [add
Items 5(ii) and 5(iii): -\$ 1,160,943,436

(v) Net Sales - if Item 5(I) is greater than \$ 468,664,090
Item 5(iv) [subtract Item 5(iv) from I -----
5(i)]:

(vi) Redemption credits available for use in \$ (-0-)
future years -- if Item 5(i) is less than -----
Item 5(iv) [subtract Item 5(iv)from Item
5(I)]:

(vii) Multiplier for determining registration x .000278
fee (See Instruction C.9): -----

(viii) Registration fee due (multiply Item 5(v) =\$ 130,288.62
by Item 5(vii) (enter "0" if no fee is
due): =====

6. If the response to item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 in effect before October 11, 1997, then report the amount of securities (number of shares or other deducted here: _____. If there is a number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this form is filed that are available for use by the issuer in future fiscal years, then state that number here: _____.

7. Interest due -- if this Form is being filed more than 90 days after the end of the issuer's fiscal year (See Instruction D):

+ \$ N/A

8. Total of the amount of the registration fee due plus any interest due [line5(viii) plus line7]:

= \$ 130,288.62
=====

9. Date the registration fee and interest payment was sent to the Commission's lockbox depository: March 24, 1999

Method of Delivery:

[X] Wire Transfer
[] Mail or other means

SIGNATURES

This report has been signed below by the following person on behalf of the issuer and in the capacity and on the date indicated.

By (Signature and Title)*

/s/ W. Timothy Ryan

W. Timothy Ryan, Secretary, Treasurer

Date: March 25, 1999

* Please print the name and title of the signing officer below the signature.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 24F-2
Annual Notice of Securities Sold
Pursuant to Rule 24f-2

Read instructions at end of Form before preparing Form. Please print or type.

1. Name and address of issuer:

Dodge & Cox Funds
One Sansome Street, 35th Floor
San Francisco, CA 94104

2. The name of each series or class of securities for which this Form is filed (If the form is being filed for all series and classes of securities of the issuer, check the box but do not list series or classes): []

Dodge & Cox Balanced Fund

3. Investment Company Act File Number: 811-173

Securities Act File Number: 2-11522

4(a). Last day of fiscal year for which this notice is filed:

December 31, 1998

4(b). [] Check box if this Form is being filed late (i.e. more than 90 calendar days after the end of the issuer's fiscal year).
(See Instruction A.2)

Note: If the Form is being filed late, interest must be paid on the registration fee due.

4(c). [] Check box if this is the last time the issuer will be filing this Form.

5. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f):	\$ 2,336,501,418 -----
(ii) Aggregate price of securities redeemed or repurchased during the fiscal year:	\$ 1,578,717,026 -----
(iii) Aggregate price of securities redeemed or repurchased during any PRIOR fiscal year ending no earlier than October 11, 1995 that were not previously used to reduce registration fees payable to the Commission:	\$ -0- -----
(iv) Total available redemption credits [add Items 5(ii) and 5(iii)]:	-\$ 1,578,717,026 -----

(v) Net Sales - if Item 5(I) is greater than \$ 757,784,392
Item 5(iv) [subtract Item 5(iv) from
5(i)]: -----

(vi) Redemption credits available for use in \$ (-0-)
future years -- if Item 5(i) is less than -----
Item 5(iv) [subtract Item 5(iv) from Item
5(I)]:

(vii) Multiplier for determining registration x .000278
fee (See Instruction C.9): -----

(viii) Registration fee due (multiply Item 5(v) =\$ 210,664.06
by Item 5(vii) (enter "0" if no fee is
due): =====

6. If the response to item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 in effect before October 11, 1997, then report the amount of securities (number of shares or other deducted here: _____). If there is a number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this form is filed that are available for use by the issuer in future fiscal years, then state that number here: _____.

7. Interest due -- if this Form is being filed more than 90 days after the end of the issuer's fiscal year (See Instruction D):
+\$ N/A

8. Total of the amount of the registration fee due plus any interest due [line5(viii) plus line7]:
=\$ 210,664.06
=====

9. Date the registration fee and interest payment was sent to the Commission's lockbox depository: March 24, 1999

Method of Delivery:

- Wire Transfer
- Mail or other means

SIGNATURES

This report has been signed below by the following person on behalf of the issuer and in the capacity and on the date indicated.

By (Signature and Title)*

/s/ W. Timothy Ryan

W. Timothy Ryan, Secretary, Treasurer

Date: March 25, 1999

* Please print the name and title of the signing officer below the signature.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 24F-2
Annual Notice of Securities Sold
Pursuant to Rule 24f-2

Read instructions at end of Form before preparing Form. Please print or type.

1. Name and address of issuer:

Dodge & Cox Funds
One Sansome Street, 35th Floor
San Francisco, CA 94104

2. The name of each series or class of securities for which this Form is filed (If the form is being filed for all series and classes of securities of the issuer, check the box but do not list series or classes): []

Dodge & Cox Income Fund

3. Investment Company Act File Number: 811-173

Securities Act File Number: 2-11522

4(a). Last day of fiscal year for which this Form is filed:

December 31, 1998

4(b). Check box if this Form is being filed late (i.e. more than 90 calendar days after the end of the issuer's fiscal year).
(See Instruction A.2)

Note: If the Form is being filed late, interest must be paid on the registration fee due.

4(c). Check box if this is the last time the issuer will be filing this Form.

5. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f):	\$ 490,485,619	-----
(ii) Aggregate price of securities redeemed or repurchased during the fiscal year:	\$ 254,862,156	-----
(iii) Aggregate price of securities redeemed or repurchased during any PRIOR fiscal year ending no earlier than October 11, 1995 that were not previously used to reduce registration fees payable to the Commission:	\$ -0-	-----
(iv) Total available redemption credits [add Items 5(ii) and 5(iii)]:	-\$ 254,862,156	-----
(v) Net Sales - if Item 5(i) is greater than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]:	\$ 235,623,463	-----
(vi) Redemption credits available for use in future years -- if Item 5(i) is less than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]:	\$ (-0-)	-----
(vii) Multiplier for determining registration fee (See Instruction C.9):	x .000278	-----
(viii) Registration fee due (multiply Item 5(v))	=\$ 65,503.32	

by Item 5(vii) (enter "0" if no fee due):

=====

6. If the response to item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 in effect before October 11, 1997, then report the amount of securities (number of shares or other deducted here: _____ . If there is a number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this form is filed that are available for use by the issuer in future fiscal years, then state that number here: _____ .

7. Interest due -- if this Form is being filed more than 90 days after the end of the issuer's fiscal year (See Instruction D):

+ \$ N/A

8. Total of the amount of the registration fee due plus any interest due [line 5(viii) plus line 7]:

= \$ 65,503.32

=====

9. Date the registration fee and interest payment was sent to the Commission's lockbox depository: March 24, 1999

Method of Delivery:

- Wire Transfer
- Mail or other means

SIGNATURES

This report has been signed below by the following person on behalf of the issuer and in the capacity and on the date indicated.

By (Signature and Title)*

/s/ W. Timothy Ryan

Date: March 25, 1999

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