

SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

SONOCO PRODUCTS COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

[SONOCO(R) LOGO]

SONOCO PRODUCTS COMPANY

POST OFFICE BOX 160
NORTH SECOND STREET
HARTSVILLE, SOUTH CAROLINA 29551-0160 U.S.A.

March 14, 1997

TO OUR SHAREHOLDERS:

As a shareholder of Sonoco Products Company, you are cordially invited to attend the Annual Shareholders' Meeting to be held at the Center Theater, 212 North Fifth Street, Hartsville, South Carolina, on Wednesday, April 16, 1997, at 11:00 A.M.

The accompanying Notice of Annual Meeting of Shareholders and Proxy Statement cover the details of matters to be presented at the meeting which consist of the election of directors and the election of independent auditors.

In addition to action to be taken on the matters listed in the Notice of Annual Meeting of Shareholders, the Company's progress will be discussed, and attendees will be given an opportunity to ask questions of general interest to all shareholders.

A copy of the 1996 Annual Report, which reviews the Company's past year's events, is enclosed unless you have signed a statement indicating that you have access to another copy at your address.

Whether or not you plan to attend the meeting, you are urged to participate by completing and returning your proxy in the enclosed business reply envelope. If you are a record shareholder and later find you can be present or for any reason desire to revoke your proxy, you can do so at any time before the voting. Your vote is important and will be greatly appreciated.

/s/ Charles W. Coker

Charles W. Coker
Chairman and Chief Executive Officer

SONOCO PRODUCTS COMPANY

POST OFFICE BOX 160
NORTH SECOND STREET
HARTSVILLE, SOUTH CAROLINA 29551-0160

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME..... 11:00 A.M. on Wednesday, April 16, 1997.

PLACE..... The Center Theater, 212 North Fifth Street, Hartsville,
South Carolina.

PURPOSES..... (1) To elect five members of the Board of Directors to serve
for the next three years.
(2) To elect independent auditors.
(3) To transact such other business as may properly come
before the meeting or any adjournment thereof.

RECORD DATE..... Holders of Common Stock of record at the close of business
February 28, 1997, are entitled to notice of and to vote at
the meeting.

ANNUAL REPORT..... The 1996 Annual Report of the Company is enclosed unless you
have signed a statement indicating that you have access to
another copy at your address.

PROXY VOTING..... It is important that your shares be represented and voted at
the meeting. Please MARK, SIGN, DATE and RETURN PROMPTLY the
enclosed proxy card in the envelope furnished. Any proxy so
given can be revoked in the manner described in the
accompanying Proxy Statement at any time prior to its
exercise at the meeting.

By order of the Board of Directors,

Charles J. Hupfer
Secretary

March 14, 1997

SONOCO PRODUCTS COMPANY

POST OFFICE BOX 160
NORTH SECOND STREET
HARTSVILLE, SOUTH CAROLINA 29551-0160

PROXY STATEMENT

GENERAL INFORMATION

INFORMATION CONCERNING THE SOLICITATION

This statement is furnished in connection with the solicitation of proxies to be used at the Annual Meeting of Shareholders ("Annual Meeting") of Sonoco Products Company (the "Company"), a South Carolina corporation, to be held on April 16, 1997.

The solicitation of proxies in the enclosed form is made on behalf of the Board of Directors of the Company.

The cost of preparing, assembling and mailing the proxy material and of reimbursing brokers, nominees and fiduciaries for the out-of-pocket and clerical expense of transmitting copies of the proxy material to the beneficial owners of shares held of record by such persons will be borne by the Company. The Company does not intend to solicit proxies otherwise than by use of the mail; however, certain officers and regular employees of the Company or its subsidiaries, without additional compensation, may use their personal efforts by telephone, telefacsimile or by personal calls to obtain proxies.

The proxy materials are being mailed on March 14, 1997, to shareholders of record at the close of business on February 28, 1997.

Any shareholder who executes and delivers a proxy has the right to revoke it at any time before it is voted. The proxy can be revoked by a shareholder of record by giving notice of revocation at the Annual Meeting, or by delivery to the Secretary of the Company, Post Office Box 160, Hartsville, South Carolina, 29551-0160, of an instrument which by its terms revokes the proxy, or by delivery to the Secretary of a duly executed proxy bearing a later date. Any record shareholder who desires to do so can attend the meeting and vote in person in which case the proxy will not be used.

Shares represented by all properly executed proxies delivered pursuant to this solicitation will be voted at the Annual Meeting or any adjournment thereof. With respect to the election of directors and to any of the proposals for which a choice is provided, the proxy will be voted in the manner directed by the shareholder. If no direction is made, the proxy will be voted FOR the persons named in this Proxy Statement as the Board of Directors' nominees for election to the Board of Directors and FOR the election of Coopers & Lybrand L.L.P. as the Company's independent auditors for the fiscal year ending December 31, 1997. As to any other matter of business that may be brought before the Annual Meeting, a vote may be cast pursuant to the accompanying proxy in accordance with the best judgment of the persons holding the proxy, but the Board of Directors presently does not know of any other such business.

OUTSTANDING SECURITIES

The Company has authorized two classes of stock consisting of 150,000,000 authorized shares of no par value Common Stock, of which 90,021,489 shares are outstanding, and 30,000,000 authorized shares of no par value Preferred Stock, of which 2,394,125 shares of \$2.25 Series A Cumulative Convertible Preferred Stock are outstanding. Each share of the Company's Common Stock is entitled to one vote. The shareholders of the Company's \$2.25 Series A Cumulative Convertible Preferred Stock will not be entitled to vote at the Annual Meeting.

VOTING SECURITIES

Only shareholders of record of the Company's Common Stock at the close of business on February 28, 1997, will be entitled to vote at the Annual Meeting. As of that date there were issued and outstanding 90,021,489 shares of Common Stock. Each share will be entitled to one vote on each matter submitted at the Annual Meeting.

A majority of the shares entitled to be voted at the Annual Meeting constitutes a quorum. If a share is represented for any purpose at the Annual Meeting by the presence of the registered owner or a person holding a valid proxy for the registered owner, it is deemed to be present for purposes of establishing a quorum. Therefore, valid proxies which are marked "Abstain" or "Withhold" and shares that are not voted, including proxies submitted by brokers that are the record owners of shares (so-called "broker non-votes"), will be included in determining the number of votes present or represented at the Annual Meeting.

If a quorum is present at the Annual Meeting, directors will be elected by a plurality of the votes cast by shares present and entitled to vote at the Annual Meeting. Votes that are withheld or that are not voted in the election of directors will have no effect on the outcome of election of directors. Cumulative voting is not permitted.

Election of Coopers & Lybrand L.L.P., as independent auditors, and approval of any other matter that may be brought before the meeting require that the votes cast in favor of the matter exceed the votes cast against the matter. Votes that are withheld or shares that are not voted will have no effect on the outcome of such matters.

There is no person known by the management of the Company to own of record or beneficially more than 5% of the outstanding voting shares of the Company.

ELECTION OF DIRECTORS

At this Annual Meeting five directors are to be elected, who shall hold office until the Annual Shareholders' Meeting in 2000, or until their successors are duly elected and qualified. It is the intention of the persons named on the enclosed form of proxy to vote such proxy FOR the election of the five persons named herein (or if any of the persons nominated is unexpectedly unavailable to serve, for such substitutions as the Board of Directors may designate), unless authority to vote is withheld for all or any of the nominees. Proxies will not be voted for a greater number of persons than the number of nominees named. Each nominee has been recommended for election by the Board of Directors.

INFORMATION CONCERNING NOMINEES

NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS -----	SERVED AS A DIRECTOR SINCE -----
----- *C. W. COKER (63). Mr. Coker is Chairman and Chief ----- Executive Officer of the Company. He was President of the ----- Company from 1970 to 1990 and was reappointed President in ----- 1994, serving until 1996. He is a director of NationsBank ----- Corporation, Springs Industries, Inc., Sara Lee ----- Corporation and Carolina Power and Light Company. -----	1962
----- A. T. DICKSON (65). Mr. Dickson is Chairman and Director ----- of Ruddick Corporation (diversified holding company), ----- Charlotte, North Carolina, a position held since 1994. He ----- served as President of Ruddick Corporation from 1968 to ----- 1994. Mr. Dickson is a director of Lance, Inc., ----- NationsBank Corporation and Bassett Furniture Industries, ----- Inc. -----	1981

* C. W. Coker and F. L. H. Coker are brothers and are first cousins of J. L. Coker and of P. C. Coggeshall, Jr., an executive officer of the Company.

NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE
YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS

SERVED AS A
DIRECTOR SINCE

<p>----- ----- ----- -----[PHOTO]----- ----- ----- ----- -----</p>	<p>R. E. ELBERSON (68). Mr. Elberson is a retired executive officer and director of Sara Lee Corporation (manufacturer and marketer of consumer products), Chicago, Illinois. He served as Vice Chairman of Sara Lee Corporation from 1986 to 1989 and as President and Chief Operating Officer from 1983 to 1986. Mr. Elberson is a director of W. W. Grainger, Inc.</p>	<p>1985</p>
<p>----- ----- ----- -----[PHOTO]----- ----- -----</p>	<p>J. C. FORT (70). Mr. Fort is President and Director of Trust Company of South Carolina, Inc. (insurance brokers), Hartsville, South Carolina. Until his retirement from the Company in 1987, Mr. Fort was Senior Vice President, a position held since 1986. He served as Senior Vice President -- International Group from 1983 to 1986.</p>	<p>1969</p>
<p>----- ----- ----- -----[PHOTO]----- ----- -----</p>	<p>DONA DAVIS YOUNG (43). Mrs. Young is Executive Vice President -- Individual Insurance, General Counsel and Secretary of the Board of Directors of Phoenix Home Life Mutual Insurance Company, Hartford, Connecticut, positions held since 1995. She served as Executive Vice President -- Individual Sales and Marketing and General Counsel from 1994 to 1995, Senior Vice President and General Counsel from 1989 to 1994, Vice President and Assistant General Counsel from 1987 to 1989 and Second Vice President and Insurance Counsel from 1985 to 1987.</p>	<p>1995</p>

All nominees previously have been elected to the Board of Directors by the Common Shareholders.

Mr. R.C. King, Jr., who would have been a nominee at this Annual Meeting, did not offer for re-election due to other commitments. Mr. Leo Benatar, whose term would have expired in 1998, resigned from the Board on September 16, 1996, to pursue other interests. As a result, at its meeting on February 5, 1997, the Board of Directors, pursuant to Article III, Section 1, of the By-Laws of the Company, amendment of which was approved by the shareholders at their Annual Meeting in 1994, fixed the number of directors of the Company at sixteen.

The Nominating Committee recommends to the Board of Directors nominees to fill vacancies on the Board as they occur and recommends candidates for election as directors at Annual Meetings of Shareholders. The committee will consider persons recommended to be nominees by shareholders upon submission in writing to the Nominating Committee of the Company of the names of such persons, together with their

qualifications for service and evidence of their willingness to serve. The Company's Restated Articles of Incorporation require that nominations for any person who is not then a director of the Company, whether made by the Nominating Committee or any shareholder, be submitted to the Secretary not less than sixty days prior to the Annual Meeting for which such nominations are made.

Members of the Board of Directors whose terms of office will continue until the Annual Shareholders' Meeting in 1998 are:

NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS -----	SERVED AS A DIRECTOR SINCE -----
----- P. C. BROWNING (55). Mr. Browning is President and Chief ----- Operating Officer of the Company, a position held since ----- 1996. He was Executive Vice President of the Company from ----- -----[PHOTO]----- ----- 1993 to 1996. He served as President, Chairman and Chief ----- Executive Officer of National Gypsum Company (manufacturer ----- and supplier of products and services used in building and ----- construction), Charlotte, North Carolina, from 1990 to ----- 1993 and as President -- Gold Bond Division, National ----- Gypsum Company, from 1989 to 1990. Prior to 1989 he spent ----- twenty-four years with Continental Can Company, serving as ----- President of Continental's Bondware and White Cap ----- Divisions and later as the company's Executive Vice ----- President. Mr. Browning is a director of Phoenix Home Life ----- Mutual Insurance Company and First Union National Bank of ----- South Carolina.	1995
----- *F. L. H. COKER (61). Mr. Coker is retired. He was ----- President and Director of Sea Corporation of Myrtle Beach, ----- Inc. (private investments), Myrtle Beach, South Carolina, ----- -----[PHOTO]----- ----- from 1983 to 1989. Until his retirement from the Company ----- in 1979, Mr. Coker was Senior Vice President, a position ----- held since 1976.	1964

* C. W. Coker and F. L. H. Coker are brothers and are first cousins of J. L. Coker and of P. C. Coggeshall, Jr., an executive officer of the Company.

NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE
YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS

SERVED AS A
DIRECTOR SINCE

----- ----- -----[PHOTO]----- ----- -----	NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS -----	SERVED AS A DIRECTOR SINCE -----
----- ----- -----[PHOTO]----- ----- -----	T. C. COXE III (66). Mr. Coxe is retired. He was Senior Executive Vice President of the Company from 1993 to 1996 and was Executive Vice President from 1985 to 1993. He is a director emeritus of Wachovia Bank of South Carolina, N.A.	1982
----- ----- -----[PHOTO]----- ----- -----	B. L. M. KASRIEL (50). Mr. Kasriel is Vice Chairman and Chief Operating Officer of Lafarge (construction materials group), Paris, France, a position held since 1995. He served as Managing Director of Lafarge Coppee from 1989 to 1994 and as Senior Executive Vice President from 1987 to 1989. Mr. Kasriel temporarily was detached to National Gypsum Company, Charlotte, North Carolina, as President and Chief Operating Officer from 1987 to 1989. He served as Executive Vice President of Lafarge Coppee from 1982 to 1987. Mr. Kasriel is a director of Lafarge and Lafarge Corporation.	1995
----- ----- -----[PHOTO]----- ----- -----	E. H. LAWTON, JR. (67). Mr. Lawton is President and Director of Hartsville Oil Mill (vegetable oils processor), Darlington, South Carolina, a position held since 1962. He is a director of NationsBank, N.A.	1968
----- ----- -----[PHOTO]----- ----- -----	E. C. WALL, JR. (59). Mr. Wall was Chairman and Chief Executive Officer, a position held since 1996, and Director of Canal Industries (forest products), Conway, South Carolina. He served as President and Chief Executive Officer of Canal Industries from 1969 to 1996. Mr. Wall was a director of Ruddick Corporation, SCANA Corporation, NationsBank Corporation and Blue Cross-Blue Shield of South Carolina. Mr. Wall died unexpectedly on March 5, 1997. Since the Restated Articles of Incorporation of the Company require that nominations for election of directors be made not less than sixty days prior to an Annual Meeting, Mr. Wall's position will remain vacant at the April 16, 1997, meeting.	1976

Members of the Board of Directors whose terms of office will continue until the Annual Shareholders' Meeting in 1999 are:

NAME, AGE, PRINCIPAL OCCUPATION FOR LAST FIVE YEARS AND DIRECTORSHIPS IN PUBLIC CORPORATIONS	SERVED AS A DIRECTOR SINCE
<p>----- C. J. BRADSHAW (60). Mr. Bradshaw is President and Director of Bradshaw Investments, Inc. (private investments), Georgetown, South Carolina, a position held since 1986. He served as President and Chief Operating Officer of Transworld Corporation, New York, New York, from 1984 to 1986 and Chairman of the Board and Chief Executive Officer of Spartan Food Systems, Inc., Spartanburg, South Carolina, from 1961 to 1986. Mr. Bradshaw is a director of Wachovia Bank of South Carolina, N.A.</p>	1986
<p>----- R. J. BROWN (62). Mr. Brown is Founder, Chairman and Chief Executive Officer of B&C Associates, Inc. (management consulting, marketing research and public relations firm), High Point, North Carolina, a position held since 1973. He is a director of First Union Corporation and Duke Power Company.</p>	1993
<p>----- *J. L. COKER (56). Mr. Coker is President of JLC Enterprises (private investments), Stonington, Connecticut, a position held since 1979. He was Secretary of the Company from 1969 to 1995 and was President of Sonoco Limited, Canada, from 1972 to 1979.</p>	1969
<p>-----</p>	

* C. W. Coker and F. L. H. Coker are brothers and are first cousins of J. L. Coker and of P. C. Coggeshall, Jr., an executive officer of the Company.

BOARD COMMITTEES

During 1996 the Board of Directors held four regularly scheduled meetings and one special meeting to review significant developments affecting the Company and to act on matters requiring Board approval. To assist it in the discharge of its responsibilities, the Board has established five committees:

COMMITTEE NAME	PURPOSE	CURRENT MEMBERS*	NUMBER OF 1996 MEETINGS
Audit Committee	Responsible for the scope of both internal and external audit programs in order to fully protect assets of the Company.	E. C. Wall, Jr. -- Chairman R. J. Brown A. T. Dickson J. C. Fort B. L. M. Kasriel R. C. King, Jr. D. D. Young	3
Executive Compensation Committee	Responsible for establishing and maintaining officer-level salaries and administering executive compensation plans.	A. T. Dickson -- Chairman C. J. Bradshaw R. E. Elberson Paul Fulton B. L. M. Kasriel E. H. Lawton, Jr. D. D. Young	4
Nominating Committee	Responsible for recommending to the directors qualified candidates to fill vacancies on the Board.	F. L. H. Coker -- Chairman J. L. Coker R. E. Elberson J. C. Fort E. H. Lawton, Jr. H. L. McColl, Jr.	1
Finance Committee	Responsible for evaluating the Company's financial status, advising corporate management and the full Board on financial matters and reviewing the Company's long-term financial requirements and plans.	H. L. McColl, Jr. -- Chairman R. J. Brown F. L. H. Coker J. L. Coker T. C. Coxe III A. T. Dickson Paul Fulton R. C. King, Jr. E. C. Wall, Jr.	0
Executive Committee	Empowered to exercise all of the authority of the Board of Directors between regularly scheduled meetings, except as limited by South Carolina law.	P. C. Browning C. W. Coker A. T. Dickson E. H. Lawton, Jr. H. L. McColl, Jr.	0

During 1996 all directors attended 75% or more of the aggregate number of meetings of the Board and committees except Mr. R. J. Brown who attended 63%.

* Mr. E. C. Wall, Jr., who served during 1996 and 1997, died unexpectedly on March 5, 1997.

SECURITY OWNERSHIP OF MANAGEMENT AS OF DECEMBER 31, 1996

NAME	POSITION	COMMON STOCK BENEFICIALLY OWNED	
		NUMBER (1)	PERCENTAGE (2)
C. J. Bradshaw	Director	24,935	
R. J. Brown	Director	3,950	
F. L. H. Coker	Director	1,205,299	1.3
J. L. Coker	Director	269,731	
T. C. Coxe III	Director	358,098	
A. T. Dickson	Director	65,326	
R. E. Elberson	Director	32,150	
J. C. Fort	Director	1,156,136	1.3
Paul Fulton	Director	12,021 (3)	
B. L. M. Kasriel	Director	2,105	
R. C. King, Jr.	Director	157,141	
E. H. Lawton, Jr.	Director	715,772 (4)	
H. L. McColl, Jr.	Director	21,778 (5)	
E. C. Wall, Jr.	Director	88,866	
D. D. Young	Director	3,779	
C. W. Coker	Chairman, Chief Executive Officer and Director	1,516,010	1.7
P. C. Browning	President, Chief Operating Officer and Director	265,750	
H. E. DeLoach, Jr.	Executive Vice President	377,582 (6)	
H. J. Moran	Executive Vice President	202,523	
F. T. Hill, Jr.	Vice President and Chief Financial Officer	154,070	
All Executive Officers and Directors (32 persons)		7,719,246 (7)	8.6

(1) Shareholdings represent the number of shares beneficially owned, directly or indirectly, by each director and named executive officer as of December 31, 1996. The number includes shares subject to currently exercisable options, granted by the Company under the 1983 Key Employee Stock Option Plan (the "1983 Plan"), the 1991 Key Employee Stock Plan (the "1991 Plan") and the 1996 Non-Employee Directors' Stock Plan (the "1996 Plan"), for the following directors and named executive officers: C. W. Coker -- 473,477; P. C. Browning -- 260,546; H. E. DeLoach, Jr. -- 80,786; H. J. Moran -- 146,621; F. T. Hill, Jr. -- 105,465; T. C. Coxe III -- 75,755; R. C. King, Jr. -- 92,930 and each other listed director -- 2,000 shares each. Shareholdings do not include Restricted Stock Rights, which begin to vest in 1997, granted under the 1991 Plan for the following named executive officers: C. W. Coker -- 88,558; P. C. Browning -- 66,419; H. E. DeLoach, Jr. -- 44,279; H. J. Moran -- 44,279 and F. T. Hill, Jr. -- 11,070.

Also included are shares held, directly or indirectly, in the following Company plans:

DEFERRED COMPENSATION AND RESTORATION (SHARE EQUIVALENTS)	EMPLOYEE SAVINGS AND STOCK OWNERSHIP	DIVIDEND REINVESTMENT			
C. J. Bradshaw.....	3,344	T. C. Coxe III.....	1,413	F. L. H. Coker.....	235
R. J. Brown.....	1,530	C. W. Coker.....	3,008	J. L. Coker.....	1,613
T. C. Coxe III.....	7,295	P. C. Browning.....	351	All Officers and	
A. T. Dickson.....	730	H. E. DeLoach, Jr..	2,209	Directors.....	1,978
J. C. Fort.....	6,480	H. J. Moran.....	1,937		
E. H. Lawton, Jr. ...	5,197	F. T. Hill, Jr. ...	2,330		
H. L. McColl, Jr. ...	5,474	All Officers and			
E. C. Wall, Jr.	1,816	Directors.....	37,478		
D. D. Young.....	1,479				
C. W. Coker.....	5,423				
P. C. Browning.....	1,119				
H. E. DeLoach, Jr....	2,493				
H. J. Moran.....	1,842				
F. T. Hill, Jr.	932				
All Officers and					
Directors.....	50,468				

(2) Percentages not shown are less than 1%.

(3) Includes 461 shares of Common Stock owned by Mrs. Fulton. Mr. Fulton disclaims beneficial ownership of these shares.

(4) Includes 611,327 shares of Common Stock owned by trusts for which Mr. Lawton is trustee. Mr. Lawton has no pecuniary interest in these trusts and disclaims beneficial ownership of these shares.

(5) Includes 10,802 shares of Common Stock owned by Mrs. McColl. Mr. McColl disclaims beneficial ownership of these shares.

(6) Includes 252,975 shares of Common Stock owned by trusts for which Mr. DeLoach is trustee. Mr. DeLoach has no pecuniary interest in these trusts and disclaims beneficial ownership of these shares.

(7) Includes 2,102,399 shares of Common Stock which the executive officers and the non-employee directors have a right to acquire pursuant to options granted by the Company under the 1983, the 1991 and the 1996 Plans.

EXECUTIVE COMPENSATION COMMITTEE'S REPORT TO SHAREHOLDERS

The Executive Compensation Committee of the Board of Directors (the "Committee") is responsible for setting the remuneration levels for executives of the Company. It also oversees the Company's various executive compensation plans, as well as the overall management compensation program. Additionally, the Committee reviews and plans for top management succession and reviews executive job performance. The Committee periodically evaluates the Company's executive compensation program in terms of appropriateness, including competitive positioning relative to other companies' practices. The Committee obtains independent and impartial advice from external compensation consulting firms in order to maintain objectivity in executing its responsibilities. The Committee met four times during 1996 and had met once in 1997 as of the printing of this report.

PHILOSOPHY

The executive compensation program has been designed to attract, motivate, reward and retain senior management by providing competitive total compensation opportunities based on performance, teamwork and the creation of shareholder value. It is a basic program consisting of salary, annual cash bonus awards, annual stock options, periodic contingent share awards, perquisites and employee benefits.

In order to determine competitive compensation levels, the Company participates in a number of surveys conducted by independent consulting firms. In these surveys executive compensation levels are developed by looking at large numbers of similar positions across American industry and reflect adjustments based on company revenues. The Dow Jones Containers & Packaging Group Index ("Index"), which includes the Company, was used in the five-year shareholder return performance graph that appears on Page 16. The companies in this Index also are included, as available, among the companies whose survey data is used in the Company's compensation studies. From time to time the Company contracts with independent consulting firms to perform customized compensation studies of companies in its industry group and/or of companies having similar long-term financial performance results.

The total compensation package for executives is generally structured to be competitive with the median total pay practices for executives of other large corporations. The base salary midpoints are targeted to be at the median of surveyed market rates. Incentive compensation, consisting of annual cash bonuses and annual stock options awards, is targeted at the median of surveyed market compensation for expected Company performance. These awards provide opportunities to motivate and reward executives for exceptional performance. Executive perquisites are limited and provide a lower benefit than the market median. The benefits program for executives provides a benefit that is somewhat higher than the market median. This benefits program, in particular the retirement and life insurance plans, is designed to enhance retention of executives until normal retirement age.

The Committee has taken, and it intends to continue to take, steps necessary to assure the federal tax deductibility of compensation realized by senior executives. However, because of unforeseen future events, there is the possibility that future compensation, in some circumstances, may not meet tax deductibility requirements.

Following is a discussion of elements of the executive compensation program, along with a description of the decisions and actions taken by the Committee with regard to 1996 compensation. Also included is a specific discussion of the decisions regarding Mr. Coker's compensation for performing the duties of Chairman and Chief Executive Officer. The tables and accompanying narrative and footnotes which follow this report reflect the decisions covered by the discussions below.

SALARY

The Company's salary ranges and resulting salaries are based on a relative valuing of the duties and responsibilities of each position. The Committee reviews the base salaries of all senior executives on an annual basis.

Merit salary increases are based on consideration of each executive's performance and position in his or her salary range. Promotional salary increases are awarded to recognize increased responsibilities and accountabilities. The Committee used these criteria to determine salary adjustments for each of the executive officers, including Mr. Coker, whose most recent increase was effective June 1, 1996.

ANNUAL BONUS AWARDS

The Company has a bonus plan which for 1996 provided for cash incentive opportunities based upon achievement of pre-determined annual financial performance goals, as well as attainment of key individual strategic and operational objectives. The purpose of this plan is to link a significant portion of executive pay to both the Company's operating performance for the year and to critical issues affecting the long-term health of the Company.

Financial performance goals were weighted from 73% to 100% of total bonus opportunity. For senior executives with corporate responsibility, the plan's financial goals were based on corporate earnings per share from ongoing operations. For executives with business unit responsibility, one half of the bonus opportunity available for financial performance was based on corporate earnings per share, and the remainder was based on business unit profit before interest and taxes.

The key strategic and operational objectives for 1996, which were weighted from 0% to 27% of total bonus opportunity, varied by individual and included employee safety, Vision 2000 goals, customer satisfaction, business development, strategic acquisitions, technology innovation, management succession and employee development, process improvement, total quality management and environmental protection.

On February 4, 1997, the Committee reviewed and approved the 1996 annual bonus awards for executive officers. Initial bonus amounts were assigned to each executive officer (except Messrs. Coker and Browning) based on the scoring of financial goal attainment and subjective evaluations of how well the personalized objectives were met. In some cases the Committee used additional discretion based on its assessment of individual performance and internal equity in the determination of final bonus amounts. Mr. Coker's bonus, which reflects the Committee's assessment of his contribution and efforts in 1996, is shown under the "Bonus" caption in the Summary Compensation Table on Page 17. In setting the amount the Committee considered, in addition to the record level of earnings per share, his performance in leading the Company and his role in establishing strategic initiatives and implementing operational plans. The amount of Mr. Coker's bonus was

less than the maximum that could have been paid under the earnings per share schedule adopted for him by the Committee in early 1996. Mr. Browning's bonus award also was determined in the same manner as Mr. Coker's bonus award.

STOCK OPTIONS

In 1996 Mr. Coker, the executive officers and other key management employees were granted options to purchase shares of Common Stock by the Committee under a plan which previously had been approved by the Company's shareholders. The price of these options was set at the prevailing market price on the date the options were awarded. Accordingly, these options will be valuable to the recipients only if the market price of Company stock increases. Stock option awards and annual cash bonus opportunities are the Company's performance-based compensation elements. The level of the combined award opportunities, including Mr. Coker's, reflects the annual competitive median incentive opportunity as reported by the independent consulting firms. Stock option awards for Mr. Coker and the other four named officers are included in the Summary Compensation Table on Page 17 under the caption "Number of Securities Underlying Options Granted" and on the Option Grants Table on Page 19.

A. T. Dickson (Chairman) C. J. Bradshaw R. E. Elberson
Paul Fulton B. L. M. Kasriel E. H. Lawton, Jr. D. D. Young
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COMPARATIVE COMPANY PERFORMANCE

The following line graph compares cumulative total shareholder return for the Company with the cumulative total return of the S&P 500 Stock Index and a nationally recognized industry index, the Dow Jones Containers & Packaging Group (which includes the Company), from December 31, 1991, through December 31, 1996.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN*
 AMONG SONOCO PRODUCTS COMPANY, THE S&P 500 STOCK INDEX
 AND THE DOW JONES CONTAINERS & PACKAGING GROUP**

MEASUREMENT PERIOD (FISCAL YEAR COVERED)	S&P 500 STOCK INDEX	DOW JONES CONTAINERS & PACKAGING GROUP	SONOCO PRODUCTS COMPANY
1991	100	100	100
1992	108	110	142
1993	118	105	134
1994	120	104	136
1995	165	113	176
1996	203	142	177

ASSUMES \$100 INVESTED ON DECEMBER 31, 1991, IN SONOCO PRODUCTS COMPANY COMMON STOCK, THE S&P 500 STOCK INDEX AND THE DOW JONES CONTAINERS & PACKAGING GROUP.

* TOTAL RETURN ASSUMES REINVESTMENT OF DIVIDENDS

** FISCAL YEAR ENDING DECEMBER 31

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	LONG-TERM COMPENSATION AWARDS				
		ANNUAL COMPENSATION (1)		RESTRICTED STOCK RIGHTS (2)	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (3)	ALL OTHER COMPENSATION (4)
		SALARY	BONUS			
C. W. Coker	1996	\$679,173	\$ 870,827	\$ -0-	75,000	\$351,478
Chairman and	1995	634,169	1,000,000	-0-	79,275	229,571
Chief Executive Officer	1994	602,835	691,416	1,820,000	66,360	205,936
P. C. Browning	1996	535,414	540,000	-0-	100,000	187,150
President and	1995	466,791	600,000	-0-	40,215	72,792
Chief Operating Officer	1994	449,759	360,241	1,365,000	26,250	56,228
H. E. DeLoach, Jr.	1996	354,087	325,000	-0-	25,000	72,475
Executive Vice President	1995	309,585	340,415	-0-	23,835	56,647
	1994	259,586	230,512	910,000	21,000	41,422
H. J. Moran	1996	353,837	325,000	-0-	25,000	103,452
Executive Vice President	1995	307,000	338,000	-0-	23,835	63,473
	1994	252,003	217,997	910,000	21,000	45,283
F. T. Hill, Jr.	1996	259,999	210,000	-0-	15,000	34,508
Vice President and	1995	218,997	225,008	-0-	16,170	18,498
Chief Financial Officer	1994	191,720	148,775	227,500	13,335	15,440

(1) None of the executive officers received perquisites or personal benefits which totaled the lesser of \$50,000 or 10% of their respective salary plus bonus payments.

(2) Dollar amounts shown equal the number of units of restricted stock rights granted multiplied by the \$21.667 per share stock price on October 21, 1994, the date of grant, adjusted for the 1995 stock dividend. The number and dollar value of restricted stock rights held, including dividend equivalents, adjusted for the 1995 stock dividend, based on the closing stock price on December 31, 1996, of \$25.875 per share were: C. W. Coker -- 88,558 shares (\$2,291,438); P. C. Browning -- 66,419 shares (\$1,718,592); H. E. DeLoach, Jr. -- 44,279 shares (\$1,145,719); H. J. Moran -- 44,279 shares (\$1,145,719) and F. T. Hill, Jr. -- 11,070 shares (\$286,436). Restrictions lapse over a five-year vesting period with one-third of the shares vesting on each of the third, fourth and fifth anniversary dates of the grant.

(3) Number of securities has been adjusted to reflect the 5% stock dividend paid June 9, 1995.

(4) All other compensation for 1996 consisted of the following components:

NAME	SPLIT-DOLLAR LIFE INSURANCE	ABOVE-MARKET DEFERRED COMPENSATION ACCRUALS (2)	COMPANY CONTRIBUTIONS AND ACCRUALS TO DEFINED CONTRIBUTION RETIREMENT PLANS (3)
C. W. Coker	\$249,250 (1)	\$51,852	\$50,376
P. C. Browning	153,088	-0-	34,062
H. E. DeLoach, Jr.	37,940	13,700	20,835
H. J. Moran	82,696	-0-	20,756
F. T. Hill, Jr.	19,327	630	14,551

(1) Includes additional insurance purchased for Mr. Coker during 1992 in exchange for cancellation of stock options that, at the time of the transaction, had a market price gain of \$497,875.

(2) Represents the above-market portion of interest credits on previously earned compensation for which payment has been deferred.

(3) Comprised of contributions to the Company's Employee Savings and Stock Ownership Plan (ESSOP) and accruals to individual accounts in the Company's Non-Qualified Benefits Restoration Plan in order to keep employees whole with respect to Company contribution amounts that were limited by tax law.

OPTION EXERCISES AND YEAR-END VALUES TABLE
AGGREGATED OPTION EXERCISES IN 1996 AND 1996 YEAR-END VALUES

NAME	NUMBER OF SHARES ACQUIRED ON EXERCISE	VALUE REALIZED (1)	NUMBER OF SHARES UNDERLYING UNEXERCISED OPTIONS AS OF 12/31/96		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AS OF 12/31/96 (2)	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE (3)
C. W. Coker	57,000	\$781,642	403,035	75,000	\$2,476,324	-0-
P. C. Browning	60,000	469,911	163,965	100,000	888,169	-0-
H. E. DeLoach, Jr.	61,950	718,706	58,065	25,000	222,093	-0-
H. J. Moran	-0-	-0-	123,900	25,000	842,899	-0-
F. T. Hill, Jr.	32,445	410,054	91,035	15,000	582,243	-0-

(1) The difference between the exercise price paid and the value of the acquired shares based on the closing price of the Company's stock on the exercise date.

(2) Based on \$25.875 per share, the December 31, 1996, closing price.

(3) Based on an exercise price of \$27.00 per share.

OPTION GRANTS TABLE
1996 STOCK OPTION GRANTS

NAME	INDIVIDUAL GRANTS				POTENTIAL REALIZABLE VALUE AND RESULTING COMPANY STOCK PRICE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR 10-YEAR OPTION TERM(2)	
	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED(1)	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN 1996	EXERCISE PRICE (PER SHARE)	EXPIRATION DATE	5% (\$43.980)	10% (\$70.031)
C. W. Coker	75,000	6.8	\$27.000	2/7/2006	\$ 1,273,512	\$ 3,227,328
P. C. Browning	100,000	9.0	27.000	2/7/2006	1,698,015	4,303,105
H. E. DeLoach, Jr.	25,000	2.3	27.000	2/7/2006	424,504	1,075,776
H. J. Moran	25,000	2.3	27.000	2/7/2006	424,504	1,075,776
F. T. Hill, Jr.	15,000	1.4	27.000	2/7/2006	254,702	645,466
Comparable gain in shareholder value for the 91,147,146 shares outstanding as of February 7, 1996, the grant date.					\$1,547,696,768	\$3,922,152,840

(1) These options were granted on February 7, 1996, at the closing market price, became exercisable on February 7, 1997, and were granted for a period of ten years, subject to earlier expiration in certain events related to termination of employment. The exercise price can be paid by cash or the delivery of previously owned shares. Tax obligations also can be paid by an offset of the underlying shares.

(2) The amounts in these columns are the result of calculations based on the assumption that the market price of the Common Stock will appreciate in value from the date of grant to the end of the ten-year option term at the rates of 5% and 10% per year. The 5% and 10% annual appreciation assumptions are required by the Securities and Exchange Commission; they are not intended to forecast possible future appreciation, if any, of the Company's stock price.

PENSION TABLE

Named executive officers participate in a non-contributory defined benefit program which provides for a maximum annual lifetime retirement benefit equal to 60% of final average compensation, computed as a straight life annuity, based on the highest three of the last seven calendar years. In order to receive the full benefit the executive must have at least 15 years of service and retire no earlier than age 65. Eligible spouses (married one year or longer at the executive's retirement date) receive survivor benefits at a rate of 75% of the benefit paid to the executives. The total benefit provided by the Company is offset by 100% of primary U.S. Social Security.

FINAL AVERAGE COMPENSATION (1)	AGE 65 RETIREMENT YEARS OF SERVICE						
	5	10	15	20	25	30	35
\$ 300,000	\$ 60,000	\$120,000	\$180,000	\$180,000	\$180,000	\$180,000	\$180,000
400,000	80,000	160,000	240,000	240,000	240,000	240,000	240,000
500,000	100,000	200,000	300,000	300,000	300,000	300,000	300,000
600,000	120,000	240,000	360,000	360,000	360,000	360,000	360,000
700,000	140,000	280,000	420,000	420,000	420,000	420,000	420,000
800,000	160,000	320,000	480,000	480,000	480,000	480,000	480,000
900,000	180,000	360,000	540,000	540,000	540,000	540,000	540,000
1,000,000	200,000	400,000	600,000	600,000	600,000	600,000	600,000
1,100,000	220,000	440,000	660,000	660,000	660,000	660,000	660,000
1,200,000	240,000	480,000	720,000	720,000	720,000	720,000	720,000
1,300,000	260,000	520,000	780,000	780,000	780,000	780,000	780,000
1,400,000	280,000	560,000	840,000	840,000	840,000	840,000	840,000
1,500,000	300,000	600,000	900,000	900,000	900,000	900,000	900,000
1,600,000	320,000	620,000	960,000	960,000	960,000	960,000	960,000

(1) Final average compensation includes salary, bonus and cash awards from the Company's former long-term incentive plan. Age, years of service and final average compensation as of December 31, 1996, for the named officers are as follows:

NAME	AGE	YEARS OF SERVICE	FINAL AVERAGE COMPENSATION
C. W. Coker	63	39	\$1,343,330
P. C. Browning	55	3	877,736
H. E. DeLoach, Jr.	52	11	552,291
H. J. Moran	64	36	536,519
F. T. Hill, Jr.	44	17	379,204

DIRECTORS' COMPENSATION

Employee directors receive no additional compensation for their services as members of the Board of Directors. Each non-employee director received during 1996 a quarterly retainer fee of \$10,000 for each full or partial quarter of Board service. Non-employee directors also received \$1,000 for each special meeting attended.

Beginning with the second quarter of 1997, the quarterly retainer fee will be increased to \$10,500 to reflect current competitive levels.

On an annual basis directors are able to elect to defer part or all of their retainer and special meeting fees. Directors can choose to have their deferrals earn interest credits at a market rate or be treated as if invested in equivalent units of Common Stock (which are credited with reinvested dividend equivalents). Alternatively, directors can elect to receive, in lieu of part or all of their compensation, stock options under the 1996 Non-Employee Directors' Plan (the "Directors' Plan"). For each one dollar of foregone compensation, the director will receive an at-the-money option covering four dollars of Common Stock. No compensation replacement stock options were granted pursuant to such elections during 1996.

Under the Directors' Plan, at the first regularly scheduled meeting of the Board of Directors during a calendar year, each non-employee director, who is then currently serving as such, is granted a stock option at 100% of the fair market value covering 2,000 shares of Common Stock. Any person who subsequently becomes a non-employee director also receives an at-the-money stock option with the number of shares reduced 25% for each elapsed full quarter of the calendar year during which such person has not served as a non-employee director. During 1996 each non-employee director received an option covering 2,000 shares, except for Mr. Leo Benatar, whose option covered 1,500 shares, reflecting his retirement as an employee in April 1996, thus becoming a non-employee director at that time.

Mr. R. C. King, Jr. elected to take early retirement from the Company effective May 31, 1994, following over thirty-seven years of distinguished service. To secure his advice and counsel the Company entered into an agreement with Mr. King under which he would provide consulting services to the Company on an as-needed basis through December 31, 1996. Under this agreement Mr. King received consulting fees of \$331,308 during 1996. In recognition of Mr. King's innumerable and invaluable contributions to the Company in the past, the Company provided to him certain benefits under the terms of a retirement agreement. Mr. King's retirement benefit, including payments from Primary Social Security or equivalents, Sonoco's Retirement Plan and Sonoco's Supplemental Executive Retirement Plan totals \$32,536 per month.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. A. T. Dickson, C. J. Bradshaw, R. E. Elberson, Paul Fulton, B. L. M. Kasriel, E. H. Lawton, Jr. and Mrs. D. D. Young served on the Company's Executive Compensation Committee during the year ended December 31, 1996.

Mr. A. T. Dickson and Mr. Paul Fulton are directors of NationsBank Corporation; Mr. E. H. Lawton, Jr. is a director of NationsBank, N.A. and Mr. C. J. Bradshaw is a director of Wachovia Bank of South Carolina, N.A. During the third quarter of 1996 NationsBank, N.A. served as agent to provide a five-year committed

revolving line of credit for \$450,000,000 to support the Company's commercial paper program and general corporate purposes. NationsBank, N.A.'s commitment to this facility is \$43,000,000. Wachovia Bank of South Carolina, N.A.'s commitment to this facility is \$37,000,000. Committed lines of credit from both banks have been in place since 1987 and have been renewed and increased or decreased according to the Company's needs. Additionally, NationsBank, N.A. has extended other lines of credit to the Company as support for letters of credit, overdrafts and other corporate needs. NationsBank, N.A. also provides treasury management services to the Company and investment management services through its trust department. The Company pays fees to NationsBank, N.A. for these services and for the availability of the lines of credit, as well as interest on borrowed funds. All transactions were handled on a competitive basis. Management is convinced that the rates and provisions were as favorable to the Company as otherwise could have been obtained.

Mr. H. L. McColl, Jr., an executive officer of NationsBank Corporation, is a member of the Company's Board but is not a member of the Company's Executive Compensation Committee. Mr. C. W. Coker, Chairman and Chief Executive Officer of the Company, is a member of NationsBank Corporation's Compensation Committee.

Mr. A. T. Dickson, an executive officer of Ruddick Corporation, is a member of the Company's Compensation Committee. Mr. H. L. McColl, Jr., an executive officer of NationsBank Corporation and a director of the Company, is a director of Ruddick Corporation.

Mr. P. C. Browning, President and Chief Operating Officer of the Company, serves as a director of Phoenix Home Life Mutual Insurance Company, as well as a member of its Compensation Committee. Mrs. D. D. Young, an executive officer of Phoenix Home Life Mutual Insurance Company, serves on the Company's Executive Compensation Committee.

TRANSACTIONS WITH MANAGEMENT

Mr. H. L. McColl, Jr. is Chief Executive Officer and Director of NationsBank Corporation. Messrs. C. W. Coker, A. T. Dickson and Paul Fulton are directors of NationsBank Corporation, and Mr. E. C. Wall, Jr. was a director of NationsBank Corporation. Mr. E. H. Lawton, Jr. is a director of NationsBank, N.A. Mr. C. J. Bradshaw is a director of Wachovia Bank of South Carolina, N.A. Mr. T. C. Coxe III is a director emeritus of Wachovia Bank of South Carolina, N.A. See the "Compensation Committee Interlocks and Insider Participation" section above.

During 1996 the Company purchased lumber from a company of which Mr. E. C. Wall, Jr., who was a director of the Company, was Chairman of the Board and more than a 10% beneficial owner. Mr. T. C. Coxe III, a director and former executive officer of the Company, also is a director of this company. The aggregate purchase price of the lumber was approximately \$683,000. During the year the Company purchased pulpwood from another company of which Mr. Wall was Chairman and more than a 10% beneficial owner. The aggregate purchase price of the pulpwood was approximately \$276,000.

The Company also purchased timber during the year from a trust of which Mr. T. C. Coxe III, a director and former executive officer of the Company, is trustee and more than a 10% beneficial owner. The aggregate purchase price of the timber was approximately \$826,000.

The Company purchased wooden pallets from a company of which Mr. J. C. Fort, a director of the Company, is more than a 10% beneficial owner. The aggregate purchase price of the pallets was approximately \$520,000. The Company, in turn, sold to the same company approximately \$843,000 in hardwood timbers.

It is anticipated that the Company will continue to engage in similar business transactions with the foregoing entities in 1997.

Management of the Company believes the prices and terms were comparable to those the Company could have obtained from unaffiliated third parties.

ELECTION OF INDEPENDENT AUDITORS

Independent auditors are to be elected by the shareholders for the calendar year 1997. The firm of Coopers & Lybrand L.L.P., Certified Public Accountants, has audited the books and records of the Company for many years, and the Audit Committee of the Board of Directors recommends continuing the services of this firm. Representatives of Coopers & Lybrand L.L.P. will be present and available to answer any questions that may arise at the Annual Meeting and may make a statement if they so desire.

The Board of Directors recommends that you vote FOR the election of Coopers & Lybrand L.L.P. as independent auditors for the Company for the current year.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

As required by Section 16(a) of the Securities Exchange Act of 1934, the Company's directors, its executive officers and certain individuals are required to report periodically their ownership of the Company's Common Stock and any changes in ownership to the Securities and Exchange Commission and the New York Stock Exchange.

The Company inadvertently failed to file on a timely basis two reports on Form 5, due February 14, 1995, and February 14, 1996, for the years ended December 31, 1994, and December 31, 1995, respectively, for Messrs. C. W. Coker, P. C. Browning, T. C. Coxe III and Leo Benatar, officers and directors of the Company, and Messrs. H. E. DeLoach, Jr., H. J. Moran, R. E. Holley, C. W. Claypool, J. R. Kelley, R. C. Eimers, F. T. Hill, Jr., E. P. Norman and P. C. Coggeshall, Jr., officers of the Company, covering one accrual of dividend equivalent rights on restricted stock rights issued pursuant to the 1991 Key Employee Stock Plan for the year ended December 31, 1994, and four such accruals for the year ended December 31, 1995, for each of the individuals named above except for Mr. Eimers, who only had one accrual prior to his voluntary termination in 1995. Two accruals also should have been reported for 1995 for Mr. C. J. Hupfer and Mrs. C. A. Hartley, officers of the Company. These small accruals have been reported on these individuals' most recent Form 5 filed on February 14, 1997, or on an earlier Form 4.

The Company also inadvertently failed to file on a timely basis one report on Form 3 due August 22, 1996, for a trust established on August 12, 1996, for which Mr. P. C. Coggeshall, Jr. is trustee and has a pecuniary interest. Form 3 for this trust was filed on September 9, 1996.

SHAREHOLDER PROPOSALS FOR NEXT ANNUAL MEETING

A shareholder proposal to be presented at the next Annual Meeting must be received by the Secretary of the Company not later than November 15, 1997, in order to be included in the Company's 1998 Proxy Statement and Proxy.

OTHER MATTERS

As of the date of this statement management knows of no business which will be presented for consideration at the meeting other than that stated in the notice of the meeting. As to other business, if any, that may properly come before the meeting, it is intended that proxies in the accompanying form will be voted in respect thereof in accordance with the best judgment of the person or persons voting the proxies.

TO ASSURE YOUR REPRESENTATION AT THE MEETING, PLEASE MARK, SIGN, DATE AND RETURN YOUR PROXY AS PROMPTLY AS POSSIBLE. PLEASE SIGN EXACTLY AS YOUR NAME APPEARS ON THE ACCOMPANYING PROXY.

Charles J. Hupfer
Secretary

March 14, 1997

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

