

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2002, 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 0-17272

TECHNE CORPORATION

(Exact name of registrant as specified in its charter)

MINNESOTA
(State or other jurisdiction
of incorporation or organization)

41-1427402
(I.R.S. Employer
Identification No.)

614 MCKINLEY PLACE N.E.
MINNEAPOLIS, MN 55413
Address of principal
executive offices) (Zip Code)

(612) 379-8854
(Registrant's telephone number,
including area code)

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 No

At November 6, 2002, 41,434,748 shares of the Company's Common Stock (par
value \$.01) were outstanding.

ITEM 1 - FINANCIAL STATEMENTS

TECHNE CORPORATION & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	9/30/02	6/30/02
	-----	-----
ASSETS		
Cash and cash equivalents	\$ 32,881,355	\$ 26,392,480
Short-term available-for-sale investments	72,723,114	70,671,341
Trade accounts receivable (net)	16,714,755	16,913,002
Interest receivable	2,350,171	2,500,616
Inventories	6,175,913	6,077,035
Deferred income taxes	3,857,000	3,762,000
Income taxes receivable	--	1,845,421
Prepaid expenses	1,008,348	915,854
	-----	-----
Total current assets	135,710,656	129,077,749

Property and equipment (net)	76,057,517	70,312,602
Intangible assets (net)	18,412,187	18,897,000
Deferred income taxes	9,292,000	9,400,000
Other long-term assets	9,740,396	10,559,608
	-----	-----
	\$249,212,756	\$238,246,959
	=====	=====

LIABILITIES & STOCKHOLDERS' EQUITY

Trade accounts payable	\$ 4,916,582	\$ 4,326,359
Salaries, wages and related accounts payable	1,570,037	2,873,505
Other accounts payable and accrued expenses	5,314,097	6,480,023
Income taxes payable	6,901,637	--
Current portion of long-term debt	966,726	949,637
	-----	-----

Total current liabilities 19,669,079 14,629,524

Long-term debt, less current portion 16,854,986 17,100,652

Commitments and contingencies (Note D)

Common stock, par value \$.01 per share; authorized 100,000,000; issued and outstanding 41,327,186 and 41,562,136, respectively	413,272	415,621
Additional paid-in capital	58,662,781	58,584,103
Retained earnings	151,951,647	147,369,149
Accumulated other comprehensive income	1,660,991	147,910
	-----	-----

Total stockholders' equity 212,688,691 206,516,783

\$249,212,756 \$238,246,959

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See notes to consolidated financial statements (unaudited).

TECHNE CORPORATION & SUBSIDIARIES CONSOLIDATED STATEMENTS OF EARNINGS (Unaudited)

QUARTER ENDED

9/30/02 9/30/01

Net sales	\$34,548,236	\$29,842,666
Cost of sales	8,690,255	7,547,942
	-----	-----
Gross margin	25,857,981	22,294,724
Operating expenses:		
Selling, general and administrative	5,100,907	4,535,917
Research and development	4,833,097	3,989,734
Amortization of intangible assets	484,813	2,137,312
Interest expense	322,690	338,705
Interest income	(790,440)	(962,725)
	-----	-----
	9,951,067	10,038,943
	-----	-----
Earnings before income taxes	15,906,914	12,255,781
Income taxes	5,462,000	3,831,000
	-----	-----
Net earnings	\$10,444,914	\$ 8,424,781

Earnings per share:

Basic	\$ 0.25	\$ 0.20
Diluted	\$ 0.25	\$ 0.20

Weighted average common shares outstanding:

Basic	41,363,414	41,435,379
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Diluted 42,285,518 42,531,388

See notes to consolidated financial statements (unaudited).

TECHNE CORPORATION & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

QUARTER ENDED

9/30/02 9/30/01

CASH FLOWS FROM OPERATING ACTIVITIES:

Net earnings	\$ 10,444,914	\$ 8,424,781
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	1,557,636	3,128,020
Deferred income taxes	19,000	(261,000)
Other	819,212	239,804
Change in current assets and current liabilities:		
(Increase) decrease in:		
Trade accounts and interest receivable	418,383	(746,745)
Inventories	(73,647)	(411,258)
Prepaid expenses	(85,525)	(138,408)
Increase (decrease) in:		
Trade and other accounts payable	(589,982)	(2,509,457)
Salaries, wages and related accounts	(1,306,507)	(287,969)
Income taxes payable	8,719,060	2,207,039
Net cash provided by operating activities	19,922,544	9,644,807

CASH FLOWS FROM INVESTING ACTIVITIES:

Additions to property and equipment	(6,800,984)	(2,292,987)
Purchase of short-term available-for-sale investments	(15,180,000)	(15,091,601)
Proceeds from sale of short-term available-for-sale investments	14,167,111	11,060,000
Increase in other long-term assets	--	(3,000,000)
Net cash used in investing activities	(7,813,873)	(9,324,588)

CASH FLOWS FROM FINANCING ACTIVITIES:

Issuance of common stock	78,803	15,240
Repurchase of common stock	(5,864,890)	(485,010)
Payments on long-term debt	(228,577)	(212,655)
Net cash used in financing activities	(6,014,664)	(682,425)

Effect of exchange rate changes on cash 394,868 576,621

Net increase in cash and cash equivalents	6,488,875	214,415
Cash and cash equivalents at beginning of period	26,392,480	21,267,791
Cash and cash equivalents at end of period	\$ 32,881,355	\$ 21,482,206

See notes to consolidated financial statements (unaudited).

TECHNE CORPORATION & SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

A. BASIS OF PRESENTATION:

The unaudited consolidated financial statements of Techne Corporation and

Subsidiaries (the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America and with instructions to Form 10-Q and Article 10 of Regulation S-X. The accompanying unaudited consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair presentation of the results for the interim periods presented. All such adjustments are of a normal recurring nature.

A summary of significant accounting policies followed by the Company is detailed in the Annual Report to Shareholders for fiscal 2002. The Company follows these policies in preparation of the interim unaudited consolidated financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these unaudited consolidated financial statements be read in conjunction with the Company's Consolidated Financial Statements and Notes thereto for the fiscal year ended June 30, 2002 included in the Company's Annual Report to Shareholders for fiscal 2002.

Certain consolidated balance sheet captions appearing in this interim report are as follows:

	9/30/02	6/30/02
	-----	-----
ACCOUNTS RECEIVABLE		
Accounts receivable	\$ 16,979,755	\$ 17,176,002
Less allowance for doubtful accounts	265,000	263,000
	-----	-----
NET ACCOUNTS RECEIVABLE	\$ 16,714,755	\$ 16,913,002
	=====	=====
INVENTORIES		
Raw materials	\$ 2,765,484	\$ 2,785,949
Supplies	137,966	118,895
Finished goods	3,272,463	3,172,191
	-----	-----
TOTAL INVENTORIES	\$ 6,175,913	\$ 6,077,035
	=====	=====
PROPERTY AND EQUIPMENT		
Land	\$ 1,571,000	\$ 1,571,000
Buildings and improvements	63,541,408	63,541,408
Building construction in progress	13,725,358	7,728,660
Laboratory equipment	17,356,496	16,694,898
Office equipment	4,387,570	4,263,512
Leasehold improvements	508,929	497,087
	-----	-----
	101,090,761	94,296,565
Less accumulated depreciation and amortization	25,033,244	23,983,963
	-----	-----
NET PROPERTY AND EQUIPMENT	\$ 76,057,517	\$ 70,312,602
	=====	=====
INTANGIBLE ASSETS		
Customer list	\$ 18,010,000	\$ 18,010,000
Technology licensing agreements	500,000	500,000
Goodwill	39,075,089	39,075,089
	-----	-----
	57,585,089	57,585,089
Less accumulated amortization	39,172,902	38,688,089
	-----	-----
NET INTANGIBLE ASSETS	\$ 18,412,187	\$ 18,897,000
	=====	=====

In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets". SFAS No. 141 applies to all business combinations initiated after June 30, 2001 and prohibits the use of the pooling-of-interests method of accounting. There are also transition provisions provided which apply to business combinations completed before July 1, 2001 that were accounted for using the purchase method. Under SFAS No. 142, goodwill as well as other intangibles determined to have an infinite life will no longer be amortized; however, these assets will be reviewed for impairment on a periodic basis. SFAS No. 142 also includes provisions for the reclassification of certain existing recognized

intangibles as goodwill, reclassification of certain intangibles out of previously reported goodwill and the identification of reporting units for purposes of assessing potential future impairments of goodwill. The Company adopted SFAS No. 142 on July 1, 2002. The Company is currently assessing, but has not yet determined, if a cumulative effect adjustment will be required. However, management does not believe the adoption of this statement will have a material effect on the Company's financial position or results of operations. As of September 30, 2002, the Company had net goodwill and other intangible assets of approximately \$12.5 million and \$5.9 million, respectively. Goodwill amortization for the quarter ended September 30, 2001 was \$1.57 million.

In June 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations". SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. SFAS No. 143 applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and/or the normal operations of a long-lived asset, except for certain obligations of lessees. SFAS No. 143 is effective for the Company in fiscal 2003. The adoption of this statement did not have a material effect on the Company's financial position or results of operations.

In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets". SFAS No. 144 addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of", and the accounting and reporting provisions of APB Opinion No. 30, "Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions", for the disposal of a segment of a business (as previously defined in that Opinion). SFAS No. 144 is effective for the Company in fiscal 2003. The adoption of this statement did not have a material effect on the Company's financial position or results of operations.

In April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections". SFAS No. 145 is effective for the Company on July 1, 2002. The adoption of this statement did not have a material effect on the Company's financial position or results of operations.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities". SFAS No. 146 addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)". SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred. Under EITF 94-3, a liability for an exit cost was recognized at the date of an entity's commitment to an exit plan. SFAS No. 146 will be effective for exit or disposal activities that are initiated by the Company after December 31, 2002.

B. EARNINGS PER SHARE:

Shares used in the earnings per share computations are as follows:

	QUARTER ENDED	
	9/30/02	9/30/01
Weighted average common shares outstanding-basic	41,363,414	41,435,379
Dilutive effect of stock options and warrants	922,104	1,096,009
Weighted average common shares outstanding-diluted	42,285,518	42,531,388

C. SEGMENT INFORMATION:

Following is financial information relating to the Company's operating segments:

	QUARTER ENDED	
	9/30/02	9/30/01
External sales		
Hematology	\$ 3,773,780	\$ 3,649,593
Biotechnology	22,487,446	19,365,734
R&D Systems Europe	8,287,010	6,827,339
Total external sales	\$ 34,548,236	\$ 29,842,666
Intersegment sales		
Hematology	\$ --	\$ --
Biotechnology	4,150,318	3,817,484
R&D Systems Europe	13,965	19,485
Total intersegment sales	\$ 4,164,283	\$ 3,836,969
Earnings before income taxes		
Hematology	\$ 1,164,537	\$ 1,139,675
Biotechnology	14,244,744	10,580,225
R&D Systems Europe	1,810,873	1,428,398
Corporate and other	(1,313,240)	(892,517)
Total earnings before income taxes	\$ 15,906,914	\$ 12,255,781

D. CONTINGENCIES:

Portions of the Company's short-term available-for-sale investments were held in brokerage accounts carried by a clearing firm which in late September 2001 was placed in bankruptcy. The trustee appointed pursuant to the Securities Investor Protection Act has released to the Company cash and securities representing approximately 97% of the total value of the accounts and has withheld securities and cash equivalents in the amount of approximately \$1 million pending resolution of the bankruptcy proceeding. Management believes that all of its securities and cash equivalents will be returned to the Company as the trustee has available the assets of customers' accounts, SIPC insurance and third party insurance. Accordingly, no impairment loss has been recognized at this time.

E. SUBSEQUENT EVENT:

In October 2002, the Company agreed to purchase approximately 649 acres of farmland, including buildings, in southeastern Minnesota for \$2.7 million in cash. The Company deposited \$80,000 subsequent to September 30, 2002 as escrow on the purchase. Closing on the property is expected in December 2002. The property is being purchased to house goats used in the Company's polyclonal antibody production. Currently the Company houses over 700 goats in two barns that it donated in 1997 and 2001, respectively, to the University of Minnesota College of Veterinary Medicine. These facilities are near capacity and additional space is required.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations Quarter Ended September 30, 2002
vs. Quarter Ended September 30, 2001

Overview

Techne Corporation (the Company) has two operating subsidiaries: Research and Diagnostic Systems, Inc. (R&D Systems) located in Minneapolis, Minnesota and R&D Systems Europe Ltd. (R&D Europe) located in Abingdon, England. R&D

Systems has two divisions: Biotechnology and Hematology. The Biotechnology Division's principal products are purified cytokines (proteins), antibodies and assay kits, which are sold primarily to biomedical researchers at pharmaceutical companies and academic and government research laboratories. The Hematology Division's principal products are whole blood hematology controls and calibrators which are sold to hospital and clinical laboratories to check the performance of their hematology instruments to assure the accuracy of hematology test results. R&D Europe sells R&D Systems' biotechnology products in Europe, both directly and through a sales subsidiary in Germany. The Company also had a foreign sales corporation, Techne Export Inc., which was dissolved in fiscal 2002.

Net Sales

Net sales for the quarter ended September 30, 2002 were \$34,548,236, an increase of \$4,705,570 (16%) from the quarter ended September 30, 2001. R&D Systems' Biotechnology Division net sales increased \$3,121,712 (16%) and R&D Systems' Hematology Division net sales increased \$124,187 (3%) for the quarter ended September 30, 2002. R&D Europe net sales increased \$1,459,671 (21%) for the quarter. The larger than expected increase in R&D Europe's net sales was the result of changes in exchange rates. In British pounds, R&D Europe's net sales increased 13%. Adjusted for changes in exchange rates, consolidated net sales increased approximately 13% for the quarter.

Gross Margins

Gross margins for the first quarter of fiscal 2003 were 74.8% compared to 74.7% for the same quarter in fiscal 2002. Biotechnology Division margins decreased slightly from 79.3% to 78.5% for the quarter September 30, 2002. R&D Europe gross margins increased from 36.1% to 39.9% for the quarter ended September 30, 2002 as a result of exchange rate changes. Hematology Division gross margins increased from 42.9% to 43.4% for the quarter.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased \$564,990 (12%) from the first quarter of last year. The increase for the quarter was mainly due to changes in exchange gains/losses. Exchange gains for the first quarter of fiscal 2002 were approximately \$153,000 while exchange losses for the first quarter of fiscal 2003 were approximately \$49,000.

Research and Development Expenses

Research and development expenses increased \$843,363 (21%) for the quarter ended September 30, 2002. Included in research and development expenses for the quarter ended September 30, 2002, were losses of \$519,144 and \$178,499 by ChemoCentryx, Inc. (CCX) and Discovery Genomics, Inc. (DGI), development stage companies in which the Company has invested. Losses by CCX and DGI included in research and development expenses for the quarter ended September 30, 2001 were \$83,551 and \$45,934, respectively. Excluding CCX and DGI losses, research and development expenses for the first quarter of fiscal 2003 increased \$275,205 (7%).

Amortization of Intangible Assets

Amortization of intangible assets decreased \$1,652,499 for the quarter ended September 30, 2002. On July 1, 2002, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets". Goodwill amortization of \$1,567,500 was expensed in the first quarter of fiscal 2002, but is no longer amortized under SFAS No. 142.

Net Earnings

Earnings before income taxes increased \$3,651,133 from \$12,255,781 in the first quarter of fiscal 2002 to \$15,906,914 in the first quarter of fiscal 2003. The increase in earnings before income taxes was due primarily to the increase in sales and reduction in goodwill amortization.

Income taxes for the quarter ended September 30, 2002 were provided at a rate of approximately 34% of consolidated pretax earnings compared to 31% for the prior year period. The increase in the tax rate was primarily the result of increased losses by CCX and DGI for which there are no tax benefits, decreased tax exempt interest income and changes in state income tax regulations. U.S. federal taxes have been reduced by the credit for research and development expenditures and the benefit for foreign sales. Foreign income taxes have been provided at rates which approximate the tax rates in the United Kingdom and Germany.

Liquidity and Capital Resources

At September 30, 2002, cash and cash equivalents and short-term available-for-sale investments were \$105,604,469 compared to \$97,063,821 at June 30, 2002. The Company believes it can meet its future cash, working capital and capital addition requirements through currently available funds, cash generated from operations and maturities of short-term available-for-sale investments. The Company has an unsecured line of credit of \$750,000. The interest rate on the line of credit is at prime. There were no borrowings on the line in the prior or current fiscal years.

Cash Flows From Operating Activities

The Company generated cash of \$19,922,544 from operating activities in the first three months of fiscal 2003 compared to \$9,644,807 for the first three months of fiscal 2002. The increase was mainly the result of increased earnings after adjustment for noncash items and increased income taxes payable.

Cash Flows From Investing Activities

Capital expenditures for fixed assets for the first three months of fiscal 2003 and 2002 were \$6,800,984 and \$2,292,987, respectively. Included in the first three months of fiscal 2003 capital additions was \$6.3 million for renovation of property purchased in fiscal 2002 and the construction of an infill joining the property with R&D Systems' existing property. Included in the first three months of fiscal 2003 and 2002 capital additions were \$180,000 and \$1.4 million for construction of a parking ramp. The remaining capital additions in the first three months of fiscal 2003 and 2002 were for laboratory and computer equipment and remodeling of laboratory space.

Remaining expenditures in fiscal 2003 for laboratory and computer equipment are expected to cost approximately \$2 million and are expected to be financed through currently available funds and cash generated from operating activities. Costs to finish the renovation of the property purchased in fiscal 2002 and the construction of the infill are estimated at approximately \$10 million with completion expected in early fiscal 2004. In October 2002, the Company agreed to purchase approximately 649 acres of farmland, including buildings, in southeastern Minnesota for \$2.7 million in cash. The Company deposited \$80,000 subsequent to September 30, 2002 as escrow on the purchase. Closing on the property is expected in December 2002. The renovation costs, construction of the infill and farm purchase are expected to be financed through currently available funds, cash generated from operating activities and maturities of short-term available-for-sale investments.

During the three months ended September 30, 2002 the Company purchased \$15,180,000 and sold \$14,167,111 of short-term available-for-sale investments. During the three months ended September 30, 2001, the Company purchased \$15,091,601 and sold \$11,060,000 of short-term available-for sale investments. The Company's investment policy is to place excess cash in short-term bonds and other short-term investments. The objective of this policy is to obtain the highest possible return with minimal risk, while keeping the funds accessible.

During the first three months of fiscal 2002, the Company invested \$3 million in Discovery Genomics, Inc.

Cash Flows From Financing Activities

Cash of \$78,803 and \$15,240 was received during the three months ended September 30, 2002 and 2001, respectively, for the exercise of options for 12,550 and 2,100 shares of common stock. During the first three months of fiscal 2002 options for 10,000 shares of common stock were exercised by the surrender of 802 shares of the Company's common stock with a fair market value of \$28,110.

During the first three months of fiscal 2003 and 2002, the Company purchased and retired 247,500 and 20,000 shares of Company common stock at a market value of \$5,864,890 and \$485,010, respectively. The Board of Directors has authorized the Company, subject to market conditions and share price, to purchase and retire up to \$40 million of its common stock. From the start of the repurchase program through November 1, 2002, 1,618,700 shares have been purchased at a market value of \$16,528,387.

The Company has never paid cash dividends and has no plans to do so in fiscal 2003.

New Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets". SFAS No. 141 applies to all business combinations initiated after June 30, 2001 and prohibits the use of the pooling-of-interests method of accounting. There are also transition provisions provided which apply to business combinations completed before July 1, 2001 that were accounted for using the purchase method. Under SFAS No. 142, goodwill as well as other intangibles determined to have an infinite life will no longer be amortized; however, these assets will be reviewed for impairment on a periodic basis. SFAS No. 142 also includes provisions for the reclassification of certain existing recognized intangibles as goodwill, reclassification of certain intangibles out of previously reported goodwill and the identification of reporting units for purposes of assessing potential future impairments of goodwill. The Company adopted SFAS No. 142 on July 1, 2002. The Company is currently assessing, but has not yet determined, if a cumulative effect adjustment will be required. However, management does not believe the adoption of this statement will have a material effect on the Company's financial position or results of operations. As of September 30, 2002, the Company had net goodwill and other intangible assets of approximately \$12.5 million and \$5.9 million, respectively. Goodwill amortization for the quarter ended September 30, 2001 was \$1.57 million.

In June 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations". SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. SFAS No. 143 applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and/or the normal operations of a long-lived asset, except for certain obligations of lessees. SFAS No. 143 is effective for the Company in fiscal 2003. The adoption of this statement did not have a material effect on the Company's financial position or results of operations.

In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets". SFAS No. 144 addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of", and the accounting and reporting provisions of APB Opinion No. 30, "Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions", for the disposal of a segment of a business (as previously defined in that Opinion). SFAS No. 144 is effective for the Company in fiscal 2003. The adoption of this statement did not have a material effect on the Company's financial position or results of operations.

In April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections". SFAS No. 145 is effective for the Company on July 1, 2002. The

adoption of this statement did not have a material effect on the Company's financial position or results of operations.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities". SFAS No. 146 addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)". SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred. Under EITF 94-3, a liability for an exit cost was recognized at the date of an entity's commitment to an exit plan. SFAS No. 146 will be effective for exit or disposal activities that are initiated by the Company after December 31, 2002.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

At September 30, 2002, the Company had a professionally managed investment portfolio of fixed income securities, excluding those classified as cash and cash equivalents, of \$72,723,114. These securities, like all fixed income instruments, are subject to interest rate risk and will decline in value if market interest rates increase. However, the Company has the ability to hold its fixed income investments until maturity and therefore the Company does not expect any such increase in interest rates to have an adverse impact on income or cash flows.

The Company operates internationally, and thus is subject to potentially adverse movements in foreign currency rate changes. The Company does not enter into foreign exchange forward contracts to reduce its exposure to foreign currency rate changes on intercompany foreign currency denominated balance sheet positions.

As of September 30, 2002, the Company's long-term debt consisted of a mortgage note payable with a fixed interest rate of 7% through July 2006 and is thereafter adjusted based on U.S. Treasury rates. Thus, during the period that the interest rate is fixed, interest rate fluctuations would not impact interest expense or cash flows. However, the mortgage note payable will increase or decrease in value if market interest rates change. As of September 30, 2002, the fair market value of the Company's mortgage note payable approximated its carrying value.

ITEM 4 - CONTROLS AND PROCEDURES

The Company's Chief Executive and Financial Officer, with the participation of Company management, has concluded, based on an evaluation within 90 days of the filing date of this report, that the Company's disclosure controls and procedures are effective for gathering, analyzing and disclosing information required to be disclosed in the Company's reports filed under the Securities Exchange Act of 1934.

Management is not aware of any significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of the above mentioned evaluation, including any significant deficiencies or material weaknesses of internal controls that would require corrective action.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

No change.

ITEM 2 - CHANGES IN SECURITIES

None

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 - SUBMISSION OF MATTERS TO VOTE OF SHAREHOLDERS

- (a) The Annual Meeting of the Registrant's shareholders was held on Thursday, October 24, 2002.
- (b) A proposal to set the number of directors at seven was adopted by a vote of 36,973,263 in favor with 696,372 shares against, 38,614 shares abstaining and no shares represented broker nonvotes.
- (c) Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934. There was no solicitation in opposition to management's nominees as listed in the Proxy Statement, and all such nominees were elected, as follows:

Nominee	For	Withheld
Thomas E. Oland	33,906,824	3,801,425
Roger C. Lucas	37,313,143	395,106
Howard V. O'Connell	37,435,283	272,966
G. Arthur Herbert	37,435,283	272,966
Randolph C. Steer	37,437,483	270,766
Lowell E. Sears	36,254,639	1,453,610
Christopher S. Henney	36,417,193	1,291,056

ITEM 5 - OTHER INFORMATION

Forward Looking Information and Cautionary Statements: Statements in this filing, and elsewhere, which look forward in time involve risks and uncertainties which may affect the actual results of operations. The following important factors, among others, have affected and, in the future, could affect the Company's actual results: the introduction and acceptance of new biotechnology and hematology products, the levels and particular directions of research into cytokines by the Company's customers, the impact of the growing number of producers of cytokine research products and related price competition, the retention of hematology OEM (private label) and proficiency survey business, the impact of changes in foreign currency exchange rates, and the costs and results of research and product development efforts of the Company and of companies in which the Company has invested or with which it has formed strategic relationships. For additional information concerning such factors, see the Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

A. EXHIBITS

See exhibit index following.

B. REPORTS ON FORM 8-K

No reports on Form 8-K were filed during the quarter ended September 30, 2002.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TECHNE CORPORATION
(Company)

Date: November 13, 2002 /s/ Thomas E. Oland

President, Chief Executive and
Chief Financial Officer

CERTIFICATIONS

I, Thomas E. Oland, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Techne Corporation;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and the other financial information included in this quarterly report, fairly present in all respects the financial condition, results of operation and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the date of this quarterly report (the "Evaluation Date");
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design and operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weakness in internal controls;
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 13, 2002

/s/ Thomas E. Oland

Thomas E. Oland
Chief Executive Officer and
Chief Financial Officer

EXHIBIT INDEX
TO
FORM 10-Q

TECHNE CORPORATION

Exhibit #	Description
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99	Certification

TECHNE CORPORATION

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Techne Corporation (the "Company") on Form 10-Q for the quarter ended September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas E. Oland, Chief Executive and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas E. Oland

Chief Executive and Chief
Financial Officer
November 13, 2002