SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2004, 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	41-1427402
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

614 MCKINLEY PLACE N.E.		(612) 379-8854
MINNEAPOLIS, MN	55413	(Registrant's telephone number, including area code)
(Address of principal executive offices)	(Zip 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 (X) No ( )

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes (X) No ( )

At November 3, 2004, 41,313,732 shares of the Company's Common Stock (par value $.01) were outstanding.

TECHNE CORPORATION
FORM 10-Q
SEPTEMBER 30, 2004

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PART I. FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

TECHNE CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
(unaudited)

	9/30/04	6/30/04
ASSETS		
Cash and cash equivalents	$ 62,240	$ 51,201
Short-term available-for-sale investments	44,276	42,534
Trade accounts receivable, net	18,715	20,262
Interest receivable	939	837
Inventories	7,874	7,457
Deferred income taxes	4,926	4,820
Prepaid expenses	989	954
Total current assets	139,959	128,065
Available-for-sale investments	89,546	82,858
Property and equipment, net	79,753	80,504
Goodwill, net	12,540	12,540
Intangible assets, net	2,514	2,819
Deferred income taxes	7,591	7,843
Investments	8,410	8,484
Other long-term assets	2,308	2,347
	$342,621	$325,460
LIABILITIES AND STOCKHOLDERS' EQUITY		
Trade accounts payable	$ 3,726	$ 2,695
Salaries, wages and related accounts payable	2,911	3,416
Other accounts payable and accrued expenses	2,537	1,152
Income taxes payable	4,960	4,915
Current portion of long-term debt	1,299	1,281
Total current liabilities	15,433	13,459
Long-term debt, less current portion	14,244	14,576

Total liabilities	29,677	28,035
Commitments and contingencies (Note D)		
Common stock, par value $.01 per share; authorized 100,000,000; issued and outstanding 41,189,532 and 41,154,922, respectively	412	412
Additional paid-in capital	70,225	68,960
Retained earnings	236,875	222,728
Accumulated other comprehensive income	5,432	5,325
Total stockholders' equity	312,944	297,425
	$342,621	$325,460

See notes to consolidated financial statements (unaudited).

TECHNE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(in thousands, except per share data)
(unaudited)

	QUARTER ENDED	
	9/30/04	9/30/03
Net sales	$40,919	$37,993
Cost of sales	8,887	8,663
Gross margin	32,032	29,330
Operating expenses:		
Selling, general and administrative	5,634	5,083
Research and development	4,688	4,963
Amortization of intangible assets	305	400
Total operating expenses	10,627	10,446
Operating income	21,405	18,884
Other expense (income):		
Interest expense	245	175
Interest income	(1,053)	(726)
Other non-operating expense (income), net	466	78
Total other expense (income)	(342)	(473)
Earnings before income taxes	21,747	19,357
Income taxes	7,555	6,785
Net earnings	$14,192	$12,572
Earnings per share:		
Basic	$ 0.34	$ 0.31
Diluted	$ 0.34	$ 0.30
Weighted average common shares outstanding:		
Basic	41,169	40,965
Diluted	41,676	41,600

See notes to consolidated financial statements (unaudited).

TECHNE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

(unaudited)

	THREE MONTHS ENDED	
	9/30/04	9/30/03
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$14,192	$12,572
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	1,519	1,494
Deferred income taxes	145	9
Losses by equity method investees	74	608
Other	40	122
Change in operating assets and operating liabilities:		
Trade accounts and interest receivable	1,583	457
Inventories	(423)	(265)
Prepaid expenses	(36)	(308)
Trade and other accounts payable	1,264	(402)
Salaries, wages and related accounts	62	308
Income taxes payable	143	733
Net cash provided by operating activities	18,563	15,328
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property and equipment	(463)	(1,312)
Purchase of available-for-sale investments	(37,455)	(21,775)
Proceeds from sale or maturity of available-for-sale investments	30,235	11,871
Increase in other long-term assets	--	(400)
Net cash used in investing activities	(7,683)	(11,616)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of common stock	793	1,003
Purchase of common stock for stock bonus plans	(260)	--
Payments on long-term debt	(314)	(302)
Net cash provided by financing activities	219	701
Effect of exchange rate changes on cash	(60)	236
Net increase in cash and cash equivalents	11,039	4,649
Cash and cash equivalents at beginning of period	51,201	39,371
Cash and cash equivalents at end of period	$62,240	$44,020

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 2004. 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. These unaudited consolidated financial statements should be read in conjunction with the Company's Consolidated Financial Statements and Notes thereto for the fiscal year ended June 30, 2004 included in the Company's Annual Report to Shareholders for fiscal 2004.

Reclassification: The Company has reclassified available-for-sale investments with contractual maturities of greater than one year at June 30, 2004, as long-term assets to conform with the current quarter presentation. The reclassification had no impact on net earnings, earnings per share or stockholders' equity as previously reported.

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

	9/30/04	6/30/04
TRADE ACCOUNTS RECEIVABLE		
Trade accounts receivable	$18,875	$20,495
Less allowance for doubtful accounts	160	233
NET TRADE ACCOUNTS RECEIVABLE	$18,715	$20,262
INVENTORIES		
Raw materials	$ 3,610	$ 3,062
Supplies	136	138
Finished goods	4,128	4,257
TOTAL INVENTORIES	$ 7,874	$ 7,457
PROPERTY AND EQUIPMENT		
Land	$ 3,264	$ 3,264
Buildings and improvements	77,347	77,333
Building construction in progress	8,329	8,329
Laboratory equipment	17,364	17,081
Office equipment	3,431	3,367
Leasehold improvements	709	627
	110,444	110,001
Less accumulated depreciation and amortization	30,691	29,497
NET PROPERTY AND EQUIPMENT	$79,753	$80,504
GOODWILL	$38,846	$38,846
Less accumulated amortization	26,306	26,306
NET GOODWILL	$12,540	$12,540

	9/30/04	6/30/04
INTANGIBLE ASSETS		
Customer list	$18,010	$18,010
Technology licensing agreements	730	730
	18,740	18,740
Less accumulated amortization	16,226	15,921
NET INTANGIBLE ASSETS	$ 2,514	$ 2,819

B. EARNINGS PER SHARE:

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

QUARTER ENDED

	9/30/04	9/30/03
Weighted average common shares outstanding-basic	41,169	40,965
Dilutive effect of stock options and warrants	507	635
Weighted average common shares outstanding-diluted	41,676	41,600

The dilutive effect of stock options and warrants in the above table excludes all options for which the exercise price was higher than the average market price for the period. The number of potentially dilutive option shares excluded from the calculation was 68,000 and 516,000 for the quarters ended September 30, 2004, and 2003, respectively.

Subsequent to September 30, 2004, warrants for 120,000 shares of Techne common stock were exercised for $1.4 million.

C. SEGMENT INFORMATION:

Following is financial information relating to the Company's operating segments (in thousands):

	QUARTER ENDED	
	9/30/04	9/30/03
External sales		
Hematology	$ 4,013	$ 4,281
Biotechnology	25,887	24,032
R&D Systems Europe	11,019	9,680
Total external sales	$40,919	$37,993
Intersegment sales		
Hematology	$ --	$ --
Biotechnology	4,804	4,621
R&D Systems Europe	--	--
Total intersegment sales	$ 4,804	$ 4,621
Earnings before income taxes		
Hematology	$ 1,252	$ 1,430
Biotechnology	17,168	15,828
R&D Systems Europe	4,398	3,349
Corporate and other	(1,071)	(1,250)
Total earnings before income taxes	$21,747	$19,357

D. CONTINGENCIES:

The Company's tax returns are subject to audit by various governmental entities in the normal course of business. The Company had received an audit assessment of $1.75 million, plus interest, from the State of Minnesota for fiscal years 2000 to 2002. The Company appealed the assessment and in October 2004, reached a settlement with the State of Minnesota for $525,000, plus interest of $81,000. The settlement amount of $525,000 was fully accrued for at June 30, 2004.

E. STOCK OPTIONS:

As permitted by Statement of Financial Accounting Standards (SFAS) No. 123, the Company has elected to continue following the guidance of Accounting Principles Board (APB) Opinion No. 25 for measurement and recognition of stock-based transactions with employees. No compensation cost has been recognized for stock options granted to employees under the plans because the exercise price of all options granted was at least equal to the fair value of the common stock at the date of grant.

If compensation cost for employee options granted under the Company's stock option plans had been determined based on the fair value at the grant dates, consistent with the methods provided in SFAS No. 123, the Company's net earnings and earnings per share would have been as follows (in thousands, except per share data):

	QUARTER ENDED	
	9/30/04	9/30/03
Net earnings:		
As reported	$14,192	$12,572
Less employee stock-based compensation, net of tax effect	504	94
Pro forma	$13,688	$12,478
Basic earnings per share:		
As reported	$ 0.34	$ 0.31
Less employee stock-based compensation, net of tax effect	0.01	0.01
Pro forma	$ 0.33	$ 0.30
Diluted earnings per share:		
As reported	$ 0.34	$ 0.30
Less employee stock-based compensation, net of tax effect	0.01	0.00
Pro forma	$ 0.33	$ 0.30

The fair value of options granted under the Company's stock option plans were estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions used:

	QUARTER ENDED	
	9/30/04	9/30/03
Dividend yield	--	--
Expected annualized volatility	56%	49%-52%
Risk free interest rates	3.2%-3.4%	4.1%-4.4%
Expected lives	4 years	7 year

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

Results of Operations Quarter Ended September 30, 2004 vs. Quarter Ended September 30, 2003

Overview

TECHNE Corporation (the Company) has two operating subsidiaries: Research and Diagnostic Systems, Inc. (R&D Systems) and R&D Systems Europe Ltd. (R&D Europe). R&D Systems, located in Minneapolis, Minnesota, has two operating segments: its Biotechnology Division and its Hematology Division. The Biotechnology Division develops and manufactures purified cytokines (proteins), antibodies and assay kits which are sold to biomedical researchers and clinical research laboratories. The Hematology Division develops and manufactures whole blood hematology controls and calibrators which are sold to hospitals and clinical laboratories to check the performance of hematology instruments to assure the accuracy of hematology test results. R&D Europe, the Company's third operating segment, located in Abingdon, England, is the European distributor of R&D Systems' biotechnology products. R&D Europe has a sales subsidiary, R&D Systems GmbH, in Germany and a sales office in France.

Overall Results

Consolidated net earnings increased 13% for the quarter ended September 30, 2004 compared to the quarter ended September 30, 2003. The primary reason for the increase was an 8% sales increase from the prior year. The favorable impact on consolidated net earnings of the strengthening of the British pound as compared to the U.S. dollar for R&D Europe results was $314,000 for the quarter ended September 30, 2004. The Company generated cash of $18.3 million from operating activities in the first three months of fiscal 2004 and cash, cash equivalents and available-for-sale investments were $196 million at September 30, 2004 compared to $177 million at June 30, 2004.

Net Sales

Net sales for the quarter ended September 30, 2004 were $40.9 million, an increase of $2.9 million (8%) from the quarter ended September 30, 2003. R&D Systems' Biotechnology Division net sales increased $1.9 million (8%) for the quarter ended September 30, 2004. R&D Europe net sales increased $1.3 million (14%) for the quarter ended September 30, 2004. Approximately $1.2 million of the increase in R&D Europe net sales for the quarter was the result of favorable exchange rates used in converting British pounds to U.S. dollars. In British pounds, R&D Europe net sales increased 2% for the quarter ended September 30, 2004. R&D Systems' Hematology Division net sales decreased $268,000 (6%) for the quarter ended September 30, 2004. The decrease in Hematology Division sales for the quarter was primarily due to a decrease in freight revenue as a result of a large survey customer paying freight charges directly to the shipper rather than through the Company and the change to a new distributor in France.

Gross Margins

Gross margins, as a percentage of net sales, were as follows:

	QUARTER ENDED	
	9/30/04	9/30/03
Hematology Division	44.7%	45.2%
Biotechnology Division	80.1%	79.4%
R&D Systems Europe	51.8%	49.2%
Consolidated	78.3%	77.2%

Consolidated gross margins for the quarter ended September 30, 2004 improved from the quarter ended September 30, 2003 mainly as a result of lower cost of sales at R&D Europe due to favorable exchange rates as a result of a weaker U.S. dollar to the British pound.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased $551,000 (11%) from the first quarter of last year.

	QUARTER ENDED	
	9/30/04	9/30/03
Hematology Division	$ 409	$ 391
Biotechnology Division	2,973	2,651
R&D Europe	1,722	1,699
Corporate expenses	530	342
Total selling, general and administrative	$ 5,634	$ 5,083

Biotechnology Divisions selling, general and administrative expenses increased $322,000 (12%) for the quarter ended September 30, 2004. The majority of the increase was a result of increased personnel costs related to annual wage increases and the addition of sales and marketing positions ($172,000), increased profit sharing and stock bonus accruals ($52,000) and increased medical costs ($40,000). Corporate expenses increased $188,000 for the quarter ended September 30, 2004 largely as a result of increased legal ($100,000) and consulting fees ($72,000).

Research and Development Expenses

Research and development expenses are composed of the following (in thousands):

	QUARTER ENDED	
	9/30/04	9/30/03
Hematology Division expenses	$ 188	$ 191
Biotechnology Division expenses	4,500	4,164
ChemoCentryx, Inc. losses	--	436
Discovery Genomics, Inc. losses	--	172
Total research and development expenses	$ 4,688	$ 4,963

Research and development expenses decreased $275,000 (6%) for the quarter ended September 30, 2004. Included in research and development expenses for the quarter ended September 30 2003 were the Company's share of losses by ChemoCentryx, Inc. (CCX) and Discovery Genomics, Inc. (DGI), companies in which the Company has invested. In May 2004, the Company changed from the equity method to the cost method of accounting for its investment in CCX and no longer records its share of CCX losses in its consolidated results. The change to the cost method of accounting for CCX was the result of the Company's ownership percentage declining below 20% and qualitative factors which indicated that the Company does not exercise significant influence over the operations of CCX. The Company's net investment in CCX at September 30, 2004 was $5.1 million. In the fourth quarter of fiscal 2004, the Company wrote off its investment in DGI as an impairment loss. Excluding CCX and DGI losses, research and development expenses for the quarter ended September 30, 2004 increased $333,000 (8%).

Other Non-operating Income/Expense

Other non-operating income/expense consists mainly of foreign currency transaction gains and losses, rental income, real estate taxes, depreciation and utility expenses related to properties not used in operations, and the Company's share of losses by Hemerus Medical, LLC (Hemerus), in which the Company invested in January 2004. As Hemerus is a limited liability corporation, the Company is required to account for its investment using the equity method of accounting.

	QUARTER ENDED	
	9/30/04	9/30/03
Foreign currency (gains)/losses	$ 47	$ (84)
Rental income	(19)	(19)
Real estate taxes/utilities	364	181
Hemerus Medical, LLC losses	74	--
Total other non-operating (income)/expense	$ 466	$ 78

The Company's net investment in Hemerus at September 30, 2004 was $2.9 million. The Company has financial exposure to the losses of Hemerus to the extent of its net investment in the company. Hemerus' success is dependent, in part, upon receiving FDA clearance to market its products. If such clearance is not received, the Company would potentially recognize an impairment loss to the extent of its remaining net investment.

Income Taxes

Income taxes for the quarter ended September 30, 2004 were provided at a rate of approximately 34.7% of consolidated earnings before income taxes compared to 35.1% for the quarter ended September 30, 2003. U.S. federal taxes have been reduced by the benefit for extraterritorial income. Foreign income taxes have been provided at rates which approximate the tax rates in the countries in which R&D Europe operates. Without significant business developments, the Company expects income tax rates for the remainder of fiscal 2005 to range from 35% to 36%.

Liquidity and Capital Resources

At September 30, 2004, cash and cash equivalents and available-for-sale investments were $196.1 million compared to $176.6 million at June 30, 2004. 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 year.

Cash Flows From Operating Activities

The Company generated cash of $18.3 million from operating activities in the first quarter of fiscal 2005 compared to $15.3 million for the first quarter of fiscal 2004. The increase was mainly the result of increased earnings in the current year, a larger decrease in accounts receivable in the quarter ended September 30, 2004 compared to the quarter ended September 30, 2003, and an increase in other accounts payable and accrued expenses for the quarter ended September 30, 2004 compared to a decrease in the quarter ended September 30, 2003. The larger decrease in accounts receivable was the result of higher cash collections during the quarter ended September 30, 2004 as compared to the first quarter of last year. The decrease in other accounts payable and accrued expenses in the prior year was a result of the final payment of $1.7 million in August 2003, under a royalty agreement that expired on June 30, 2003.

Cash Flows From Investing Activities

Capital expenditures for fixed assets for the first quarter of fiscal 2005 and 2004 were $.5 million and $1.3 million, respectively. Included in fiscal 2004 capital additions was $935,000 related to property in southeast Minnesota. The Company acquired the property in fiscal 2003 and in fiscal 2004 constructed additional facilities at this site. The remaining capital additions in the first quarter of fiscal 2005 and 2004 were for laboratory and computer equipment and remodeling of laboratory space.

Remaining expenditures in fiscal 2005 for laboratory and computer equipment are expected to be approximately $1.5 million. The Company also plans an estimated $8 million build out of laboratory space at its Minneapolis facility in late fiscal 2005 and early 2006. These expenditures are expected to be financed through currently available funds and cash generated from operating activities. The Company has an option to purchase property adjacent to its Minneapolis facility, which expires on January 1, 2005. The option price is approximately $10.4 million of which $2 million was deposited in escrow in fiscal 2002. The Company plans to exercise this option and finance the purchase of the property through currently available funds and cash generated from operations. The property is currently leased to third parties and the Company plans to continue to lease out the building until the space is needed for its own operations.

During the quarter ended September 30, 2004 the Company purchased $37.5 million and had sales or maturities of $30.2 million of available-for-sale investments. During the quarter ended September 30, 2003, the Company purchased $21.8 million and had sales or maturities of $11.9 million of available-for-sale investments. The Company's investment policy is to place excess cash in bonds and other investments with maturities of less than three years. The objective of this policy is to obtain the highest possible return with minimal risk, while keeping the funds accessible.

Cash Flows From Financing Activities

Cash of $793,000 and $1 million was received during the quarters ended September 30, 2004 and 2003, respectively, for the exercise of options for 30,000 and 116,000 shares of common stock. During the first three months of fiscal 2005 options for 6,120 shares of common stock were exercised by the surrender of 1,190 shares of the Company's common stock with a fair market value of $45,000.

In September 2004, the Company purchased 6,410 shares of common stock for its employee Stock Bonus Plans. These shares, along with 17,411 previously purchased shares, were issued to the Company's Stock Bonus Plans on September 15, 2004, to settle the fiscal 2004 accrued liability balance of $966,000.

The Company has never paid cash dividends and has no plans to do so in fiscal 2005.

Critical Accounting Policies

The Company's significant accounting policies are discussed in the Company's Annual Report to Shareholders for fiscal 2004. The application of certain of these policies requires judgments and estimates that can affect the results of operations and financial position of the Company. Management believes the following accounting policies are critical to the preparation of the consolidated financial statements. The following should be read in conjunction with the more complete discussion of the Company's accounting policies included in the Annual Report to Shareholders for fiscal 2004.

Accounts receivable. The Company continually monitors collections from its customers and maintains a provision for estimated credit losses based upon historical experience and specific collection issues that have been identified. If financial conditions of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Inventory. The manufacturing process for proteins and antibodies has and may continue to produce quantities in excess of forecasted usage. The Company values its manufactured protein and antibody inventory based on a two-year forecast. Any protein and antibody quantities in excess of its two-year usage forecast is considered impaired and not included in the inventory value. Any significant changes in product demand or market conditions could have an impact on the value of inventories and the change in value would be reflected in cost of sales in the period of the change.

Goodwill, intangible and other long-lived assets. The Company periodically assesses the impairment of goodwill, intangible and other long-lived assets. If any such assets were determined to be impaired, the carrying value of the asset would be written down to its fair value.

Investments. The accounting treatment (cost or equity method) of the Company's equity investments in start-up and early development stage companies is dependent on a number of factors, including, but not limited to, the Company's ownership percentage and the Company's ability to exercise significant influence over the operations and financial policies of the investee.

Income taxes. The Company's tax returns are subject to audit by various governmental entities in the normal course of business. Audits can involve complex issues, which may require extended periods of time to resolve. The Company believes that adequate provisions for income taxes have been made in the consolidated financial statements. See also Note D to these financial statements.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

At September 30, 2004, the Company had a professionally managed investment portfolio of fixed income securities, excluding those classified as cash and cash equivalents, of $133.8 million. These securities, like all fixed income instruments, are subject to interest rate risk and will decline in value if market interest rates increase.

The Company operates internationally, and thus is subject to potentially adverse movements in foreign currency rate changes. The Company is exposed to market risk from foreign exchange rate fluctuations of the euro and the British pound to the U.S. dollar as the financial position and operating results of the Company's U.K. subsidiary and European operations are translated into U.S. dollars for consolidation. At the current level of R&D Europe operating results, a 10% increase or decrease in the average exchange rate used to translate operating results into U.S. dollars would have an approximate $1.2 million effect on consolidated operating income annually.

The Company's exposure to foreign exchange rate fluctuations also arises from transferring funds from the U.K. subsidiary to the U.S. subsidiary and from transferring funds from the German subsidiary and French sales office to the U.K. subsidiary. At September 30, 2004 and 2003, the Company had $406,000 and $750,000, respectively, of dollar denominated intercompany debt at its U.K. subsidiary. At September 30, 2004 and 2003, the U.K. subsidiary had zero and $715,000, respectively, of dollar denominated intercompany debt from its European operations. These intercompany balances are revolving in nature and are not deemed to be long-term balances. The Company's U.K. subsidiary recognized net foreign currency gains of 22,000 British pounds ($40,000) and 49,000 British pounds ($84,000) for the quarters ended September 30, 2004 and 2003, respectively. The Company's German subsidiary recognized net foreign currency losses of 72,000 euros ($87,000) for the quarter ended September 30, 2004. 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, 2004, the Company's long-term debt of $14.2 million consisted of a mortgage note payable with a floating interest rate at the one month LIBOR rate plus 2.5% with a floor of 4%. The floating interest rate on the mortgage note payable was below the 4% floor as of September 30, 2004.

ITEM 4 - CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of the principal executive officer and principal financial officer, of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based on this evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. There was no change in the Company's internal control over financial reporting during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

See Item 3 of the Registrant's Annual Report of Form 10-K for the fiscal year ended June 30, 2004.

ITEM 2 - CHANGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES

The following table sets forth the repurchases of Company Common Stock for the quarter ended September 30, 2004.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
7/1/04 - 7/31/04	0	--	0	$6.8 million
8/1/04 - 8/31/04	0	--	0	$6.8 million
9/1/04 - 9/30/04	6,410	40.50	0	$6.8 million

The shares purchased in September 2004 were contributed to the Company's employee Stock Bonus Plans.

In May 1995, the Company announced a plan to purchase and retire its Common Stock. Repurchases of $40 million were authorized as follows: May 1995 - $5 million; April 1997 - $5 million; January 2001 - $10 million; October 2002 - $20 million. The plan does not have an expiration date.

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 21, 2004.

(b)A proposal to set the number of directors at six was adopted by a vote of 37,332,935 in favor with 136,798 shares against, 21,769 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	36,453,014	1,038,488
Roger C. Lucas	26,205,875	11,285,627
Howard V. O'Connell	35,950,965	1,540,537
G. Arthur Herbert	35,952,530	1,538,972
Randolph C. Steer	35,959,177	1,532,325
Robert V. Baumgartner	35,958,688	1,532,814

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 by the Company's customers, the impact of the growing number of producers of biotechnology 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

Form 8-K dated October 21, 2004 furnishing pursuant to Item 2.02, the Registrant's press release reporting earnings for the first quarter of fiscal 2005 and segment information for the quarter ended September 30, 2004.

Form 8-K dated October 21, 2004 filed pursuant to Item 5.02, announcing the resignation of Dr. Christopher S. Henney from the Registrant's Board of Directors.

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 12, 2004 /s/ Thomas E. Oland

President, Chief Executive and
Chief Financial Officer

EXHIBIT INDEX
TO
FORM 10-Q

TECHNE CORPORATION

Exhibit #	Description
31	Section 302 Certification
32	Section 906 Certification

CERTIFICATION

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 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this 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-15(e) and 15d-15(e) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2004

/s/ Thomas E. Oland
- ---------------------
Thomas E. Oland
Chief Executive Officer and
Chief Financial Officer

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, 2004 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 Officer and
Chief Financial Officer
November 12, 2004