

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act
of 1934 (Amendment No. _____)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential for Use of the Commission Only
 Definitive Proxy Statement (as permitted by Rule 14a-6(e)(2))
 Definitive Additional Materials
 Soliciting Material Pursuant to ss.240.14a-11(c) or ss.240.14a-12

 Techne Corporation

(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):

- \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1) or
14a-6(i)(2) or Item 22(a)(2) of Schedule 14A.
- \$500 per each party to the controversy pursuant to Exchange Act
Rule 14a-6(i)(3)
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4)
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:
 - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange
Act Rule 0-11(a)(2) and identify the filing for which the offsetting
fee was paid previously. Identify the previous filing by registration
statement number, or the Form or Schedule and the date of its filing:
- 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:

TECHNE CORPORATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
to be held
October 24, 1996

The annual meeting of shareholders of Techne Corporation will be held
at the offices of the Company, 614 McKinley Place N.E., Minneapolis, Minnesota,
on Thursday, October 24, 1996, at 3:30 p.m. (Minneapolis Time), for the
following purposes:

1. To set the number of members of the Board of Directors at seven (7).
2. To elect directors of the Company for the ensuing year.
3. To take action upon any other business that may properly come before the
meeting or any adjournment thereof.

Only shareholders of record shown on the books of the Company at the close
of business on September 13, 1996, will be entitled to vote at the meeting or
any adjournment thereof. Each shareholder is entitled to one vote per share on
all matters to be voted on at the meeting.

You are cordially invited to attend the meeting. Whether or not you plan to

attend the meeting, please sign, date and return your Proxy in the return envelope provided as soon as possible. Your cooperation in promptly signing and returning the Proxy will help avoid further solicitation expense to the Company.

This Notice, the Proxy Statement and the enclosed Proxy are sent to you by order of the Board of Directors.

THOMAS E. OLAND,
President

Dated: September 24, 1996
Minneapolis, Minnesota

TECHNE CORPORATION

PROXY STATEMENT for Annual Meeting of Shareholders to be held October 24, 1996

INTRODUCTION

Your Proxy is solicited by the Board of Directors of Techne Corporation (the "Company") for use at the Annual Meeting of Shareholders to be held on October 24, 1996, and at any adjournment thereof, for the purposes set forth in the attached Notice of Annual Meeting.

The cost of soliciting Proxies, including preparing, assembling and mailing the Proxies and soliciting material, will be borne by the Company. Directors, officers and regular employees of the Company may, without compensation other than their regular compensation, solicit Proxies personally or by telephone.

Any shareholder giving a Proxy may revoke it at any time prior to its use at the meeting by giving written notice of such revocation to the Secretary or other officer of the Company or by filing a new written Proxy with an officer of the Company. Personal attendance at the meeting is not, by itself, sufficient to revoke a Proxy unless written notice of the revocation or a subsequent Proxy is delivered to an officer before the revoked or superseded Proxy is used at the meeting.

Proxies not revoked will be voted in accordance with the choice specified by shareholders by means of the ballot provided on the Proxy for that purpose. Proxies which are signed but which lack any such specification will, subject to the following, be voted in favor of the proposals set forth in the Notice of Meeting and in favor of the number and slate of directors proposed by the Board of Directors and listed herein. If a shareholder abstains from voting as to any matter, then the shares held by such shareholder shall be deemed present at the meeting for purposes of determining a quorum and for purposes of calculating the vote with respect to such matter, but shall not be deemed to have been voted in favor of such matter. Abstentions, therefore, as to any proposal will have the same effect as votes against such proposal. If a broker returns a "non-vote" proxy, indicating a lack of voting instruction by the beneficial holder of the shares and a lack of discretionary authority on the part of the broker to vote on a particular matter, then the shares covered by such non-vote shall be deemed present at the meeting for purposes of determining a quorum but shall not be deemed to be represented at the meeting for purposes of calculating the vote required for approval of such matter.

The mailing address of the Company's principal executive office is 614 McKinley Place N.E., Minneapolis, Minnesota 55413. The Company expects that this Proxy Statement and the

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related Proxy and Notice of Annual Meeting will first be mailed to shareholders on or about September 24, 1996.

OUTSTANDING SHARES AND VOTING RIGHTS

The Board of Directors of the Company has fixed September 13, 1996, as the record date for determining shareholders entitled to vote at the Annual Meeting.

Persons who were not shareholders on such date will not be allowed to vote at the Annual Meeting. At the close of business on September 13, 1996, 9,496,728 shares of the Company's Common Stock were issued and outstanding. Such Common Stock is the only outstanding class of stock of the Company. Each share of Common Stock is entitled to one vote on each matter to be voted upon at the meeting. Holders of the Common Stock are not entitled to cumulative voting rights in the election of directors.

PRINCIPAL SHAREHOLDERS

The following table provides information concerning the only persons known to the Company to be the beneficial owners of more than five percent (5%) of the Company's outstanding Common Stock as of September 13, 1996:

Name and Address of Beneficial Owner	Amount and Nature of Shares Beneficially Owned(1)	Percent of Class(2)
Kopp Investment Advisors, Inc. 6600 France Avenue So. Edina, Minnesota 55435	1,447,536(3)	15.2%
D. F. Dent & Co. 2 East Read St. Baltimore, Maryland 21202	565,624	6.0%
Amgen Inc. 1840 DeHavilland Drive Thousand Oaks, California 91320	535,947	5.6%
Wasatch Advisors, Inc. 68 S. Main Street Salt Lake City, Utah 84101	516,730	5.4%
Thomas E. Oland 614 McKinley Place N.E. Minneapolis, Minnesota 55413	368,960(4)(5)	3.9%

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Roger C. Lucas 41 E. Pleasant Lake Dr. North Oaks, Minnesota 55127	222,666(4)(6)	2.3%
Peter R. Peterson 6111 Blue Circle Drive Minnetonka, Minnesota 55343	529,140(7)	5.6%

- (1) Unless otherwise indicated, the person listed as the beneficial owner of the shares has sole voting and sole investment power over the shares.
- (2) Shares not outstanding but deemed beneficially owned by virtue of the right of a person to acquire them as of September 13, 1996, or within sixty days of such date are treated as outstanding only when determining the percent owned by such individual and when determining the percent owned by the group.
- (3) Kopp Investment Advisors, Inc. reports voting power over 5,000 of such shares and investment power over all such shares.
- (4) Does not include 287,599 shares (3.0% of the Company's outstanding Common Stock) held by the Company's Stock Bonus Plan ("Stock Bonus Plan"), which are included in the group total in the Management Shareholdings table. The Company's Board of Directors, acting by a majority vote, currently directs the Trustee as to the voting of such shares.
- (5) Includes 17,139 shares held by Thomas Oland and Associates, 51,481 shares held by the Thomas Oland and Associates Profit Sharing Plan and Trust and 71,777 shares subject to stock options which are exercisable as of September 13, 1996, or will become exercisable within 60 days of such date.
- (6) Includes 10,000 shares subject to stock options which are exercisable as of September 13, 1996, or will become exercisable within 60 days of such date.

- (7) Does not include shares, if any, which may be held from time to time in the trading account of Peterson Brothers Securities Company, a corporation of which Mr. Peterson is an affiliate. Mr. Peterson disclaims beneficial ownership of any such shares. Mr. Peterson is a former director, and was a promoter, of the Company.

MANAGEMENT SHAREHOLDINGS

The following table sets forth the number of shares of the Company's Common Stock beneficially owned as of September 13, 1996, by each executive officer of the Company named

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in the Summary Compensation Table, by each director who is a nominee for reelection and by all directors and executive officers (including the named individuals) as a group:

Name of Director or Identity Group	Number of Shares Beneficially Owned(1)	Percent of Class(2)
Thomas E. Oland	368,960(3)	3.9%
Roger C. Lucas	222,666(4)	2.3%
Howard V. O'Connell	61,820(5)(6)	*
James A. Weatherbee	59,252(7)	*
Monica Tsang	55,670(8)	*
G. Arthur Herbert	46,355(5)(6)	*
Thomas C. Detwiler	30,000(9)	*
Lowell E. Sears	12,600(5)(10)	*
Gerald J. Allen	11,000(11)	*
Christopher S. Henney	7,500(5)(12)	*
Randolph C. Steer, M.D.	5,000(5)(6)	*
Officers and directors as a group (12 persons)	1,193,422(13)	12.6%

* Less than 1%

(1) See Note (1) to preceding table.

(2) See Note (2) to preceding table.

(3) See Notes (4) and (5) to preceding table.

(4) See Notes (4) and (6) to preceding table.

(5) See Note (4) to preceding table.

(6) Includes 5,000 shares subject to options which are exercisable as of September 13, 1996 or will become exercisable within 60 days of such date. Does not include option to purchase 10,000 shares which will be granted on and will become exercisable as of the date of the Annual Meeting.

(7) Includes 40,000 shares subject to stock options which are exercisable as of September 13, 1996, or will become exercisable within 60 days of such date. Does not include the shares beneficially owned by Monica Tsang, Dr. Weatherbee's wife.

(8) Includes 40,000 shares subject to stock options which are exercisable as of September 13, 1996, or will become exercisable within 60 days of such date. Does not include the shares beneficially owned by James A. Weatherbee, Dr. Tsang's husband.

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(9) Includes 30,000 shares subject to options which are exercisable as of September 13, 1996 or will become exercisable within 60 days of such date.

(10) Includes 12,500 shares subject to options which are exercisable as of September 13, 1996 or will become exercisable within 60 days of such date.

(11) Includes 11,000 shares subject to options which are exercisable as of

September 13, 1996 or will become exercisable within 60 days of such date.

(12) Includes 7,500 shares subject to options which are exercisable as of September 13, 1996 or will become exercisable within 60 days of such date. Does not include option to purchase 10,000 shares which will be granted on and will become exercisable as of the date of the Annual Meeting.

(13) Includes 646,046 shares held directly by officers, directors and their associates, 287,599 shares held by the Stock Bonus Plan and 259,777 shares which may be purchased pursuant to options which are exercisable as of September 13, 1996 or will become exercisable within 60 days of such date.

ELECTION OF DIRECTORS
(Proposals #1 and #2)

General Information

The Bylaws of the Company provide that the number of directors shall be determined by the shareholders at each annual meeting. The Board of Directors recommends that the number of directors be set at seven. Under applicable Minnesota law, approval of the proposal to set the number of directors at seven, as well as the election of each nominee, requires the affirmative vote of the holders of the greater of (1) a majority of the voting power of the shares represented in person or by proxy at the Annual Meeting with authority to vote on such matter or (2) a majority of the voting power of the minimum number of shares that would constitute a quorum for the transaction of business at the Annual Meeting.

In the election of directors, each Proxy will be voted for each of the nominees listed below unless the Proxy withholds a vote for one or more of the nominees. Each person elected as a director shall serve for a term of one year or until his successor is duly elected and qualified. All of the nominees are members of the present Board of Directors. If any of the nominees should be unable to serve as a director by reason of death, incapacity or other unexpected occurrence, the Proxies solicited by the Board of Directors shall be voted by the proxy representatives for such substitute nominee as is selected by the Board, or, in the absence of such selection, for such fewer number of directors as results from such death, incapacity or other unexpected occurrence.

The following table provides certain information with respect to the nominees for director.

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<TABLE>
<CAPTION>

Name	Current Age	Current Position(s) with Company	Principal Occupation(s) During Past Five Years	Director Since
<S>	<C>	<C>	<C>	<C>
Thomas E. Oland	55	Chairman of the Board, President, Treasurer and Director	Chairman of the Board, President and Treasurer of the Company since December 1985 and President of Research and Diagnostic Systems, Inc. ("R&D") since July 1982.	1985
Roger C. Lucas	53	Vice Chairman and Director	Vice Chairman and Senior Scientific Advisor to the Company's Board since July 1995. Chief Scientific Officer, Executive Vice President and Secretary of the Company from December 1985 to March 1995.	1985
Howard V. O'Connell	66	Director	Vice Chairman of Kinnard Investments, Inc. and its subsidiary, John G. Kinnard and Company, Incorporated, a securities broker-dealer, since February 1990.	1985

President of Kinnard Investments, Inc. from October 1979 to February 1990.

G. Arthur Herbert	70	Director	Principal of CEO Advisors, a management and financial consulting firm, since January 1989; from January 1969 to December 1988, President and Vice President Manager of Electro-Science Management Corp., a manager of Venture Capital Partnerships. Director of Autonomous Technologies Corporation.	1989
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<S> Randolph C. Steer, M.D.	<C> 46	<C> Director	<C> Consultant to the pharmaceutical and biotechnology industries since 1989; Chairman/President and CEO of Advanced Therapeutics Communications International, a division of Physicians World Communications, a medical communications corporation, from 1985 to 1989. Director of BioCryst Pharmaceuticals, Inc.	<C> 1990
Lowell E. Sears	43	Director	Private investor since April 1994. For more than five years prior thereto, Chief Financial Officer of Amgen Inc., a pharmaceutical company. Director of Neose Pharmaceuticals, Inc. and CoCensys, Inc.	1994
Christopher S. Henney	55	Director	Chief Executive Officer of Activated Cell Therapy, Inc., a biotechnology company, since April 1995. Executive Vice President of ICOS Corporation, a biotechnology company, from April 1990 to April 1995.	1996

</TABLE>

Committee and Board Meetings

The Company's Board of Directors has two standing Committees, the Audit Committee and the Compensation Committee. The Audit Committee (whose members are Messrs. Herbert, O'Connell, Steer and Sears) is responsible for reviewing the Company's internal audit procedures, the quarterly and annual financial statements of the Company and, with the Company's independent accountants, the results of the annual audit. The Audit Committee met three times during fiscal 1996. The Compensation Committee, whose members are Messrs. Herbert, O'Connell and Steer, recommends compensation for officers of the Company. The

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Compensation Committee met four times during fiscal year 1996. The Board does not have a nominating committee.

During fiscal 1996, the Board held four meetings. Each director attended 75% or more of the total number of meetings of the Board and of Committees of which he was a member.

Directors' Fees

Directors who are not employees of the Company are compensated at the rate of \$1,500 per month. Each nonemployee director also receives \$750 for each Board or Committee meeting attended, each Committee Chairman receives \$500 for each Committee meeting attended, and each Committee Secretary receives \$250 for each Committee meeting attended. In addition, outside directors who do not hold a previously granted option which has not fully vested are automatically granted a 10,000 share option on election and upon each re-election as a director.

EXECUTIVE COMPENSATION

Compensation Committee Report on Executive Compensation

Compensation Committee Interlocks and Insider Participation. The Compensation Committee of the Board of Directors of the Company is composed of directors G. Arthur Herbert, Howard V. O'Connell and Randolph C. Steer, M.D. None of the members of the Committee is or ever has been an employee or officer of the Company and none are affiliated with any entity other than the Company with which an executive officer of the Company is affiliated.

Overview and Philosophy. The Company's executive compensation program is comprised of base salaries, annual performance bonuses, long-term incentive compensation in the form of stock options, and various benefits, including the Company's profit sharing and savings plan in which all qualified employees of the Company participate. In addition, the Compensation Committee from time to time may award special cash bonuses or stock options related to non-recurring, extraordinary performance.

The Compensation Committee has followed a policy of paying annual base salaries which are on the moderate side of being competitive in its industry and of awarding bonuses based on achievement of specific revenue, profit and non-monetary goals. If the goals are achieved, the officer receives an option to purchase a number of shares with a fair market value on date of grant equal to 20% of the officer's base salary and receives, at the election of the officer, either a cash bonus equal to 20% of base salary or an additional option to purchase a number of shares with a fair market value on date of grant equal to 170% of the cash bonus alternative. Bonuses are awarded on a prorated basis if between 85% and 100% of the specific revenue and profit goals are achieved. The goals are established annually by the Compensation Committee or President of the Company.

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The Company has formal employment agreements with a majority of its full-time executive officers. See "Employment Contracts and Change in Control Arrangements" below. The agreements provide for base salaries subject to annual review, bonuses as described above, benefits as provided to all employees and severance compensation in an amount equal to one month's base salary for each year of employment with the Company in the event that the officer's employment is terminated without cause or in connection with a sale or merger of the Company.

Compensation in 1996. During fiscal 1996, the Company maintained its principal compensation policies and made adjustments in base salaries to reflect competitive industry and individual performance factors. The Committee, at the beginning of fiscal 1996, established performance criteria for officers based 70% on growth in revenues and earnings and, working through the Company's Chief Executive Officer, 30% on individual goals which, if met, would permit each officer to earn a cash bonus and additional stock options. The Company achieved record revenues and earnings. On the basis of performance against the criteria established, the Committee at the close of fiscal 1996 awarded the bonuses and stock options indicated in the table below under "Summary Compensation Table".

In February of 1996 the Compensation Committee agreed with Dr. Roger C. Lucas, Vice Chairman of the Company, to cancel a July 1, 1995 supplement to his employment agreement with the Company and to return to the original agreement which provides for his employment on a part-time basis through June of 1997 at a compensation rate of \$200,000 per year. In connection with that action, the Committee and Dr. Lucas also agreed to reduce from 50,000 shares to 20,000 shares a previously granted option to purchase Common Stock of the Company at \$13.50 per share. The option vested as to 10,000 shares on June 20, 1996, will vest as to 10,000 shares on June 30, 1997, expires July 1, 2005 and is contingent on his continued services as employee, consultant or director of the Company. The changes in the arrangements with Dr. Lucas were made to reflect his role in the management of the Company and its strategic growth.

General. The Company provides medical and insurance benefits to its executive officers which are generally available to all Company employees. The Company has a profit sharing and savings plan in which all qualified employees, including the executive officers, participate. In each of the past three fiscal years the Company has contributed to the plan an amount equal to approximately 9% to 10% of gross wages. One half of the assets of the plan have been invested in Common Stock of the Company. The amount of perquisites allowed to executive officers, as determined in accordance with rules of the Securities and Exchange Commission, did not exceed 10% of salary in fiscal 1996.

Chief Executive Officer Compensation. Thomas E. Oland served as the Company's Chief Executive Officer in fiscal 1996. His compensation was determined in accordance with the policies described above as applicable to all executive officers. His base salary was increased from \$165,000 in fiscal 1995 to \$175,000 in fiscal 1996 in light of the Company's increase in revenues and earnings. For fiscal 1996 performance he earned but waived a cash bonus. He is eligible for a bonus in fiscal 1997 in accordance with criteria established by the Compensation Committee which are based 80% on the Company's achievement of revenue and profit goals and 20% on intangible factors.

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In February of 1996 the Compensation Committee, in connection with the Board's long-term strategic planning for the Company, adopted a substantial, long-term incentive for Mr. Oland in the form of options to purchase an aggregate of 100,000 shares of the Common Stock of the Company at \$18.125 per share, the fair market value on the date of grant. The options are contingent on continued employment by the Company and vest on the following schedule: 1996-5,500, 1997-5,500, 1998-5,500, 1999-5,500, 2000-72,500 and 2001-5,500. The options will expire ten years from the date of grant. The Committee believes that the options create an appropriate incentive for the Company's Chief Executive Officer which align his interests with those of shareholders for the long-term.

Summary. Aggregate executive compensation increased moderately in fiscal 1996 because the Company achieved record revenues and earnings and individual officers achieved performance goals. The Compensation Committee intends to continue its policy of paying relatively moderate base salaries, basing bonuses on specific revenue and profit goals and granting options to provide long-term incentive.

G. Arthur Herbert
Howard V. O'Connell
Randolph C. Steer, M.D.
Members of the
Compensation Committee

Employment Contracts and Change in Control in Arrangements

The Company has entered into formal three-year employment agreements expiring June 30, 1998 with each of its full-time executive officers with the exception of the President and Chief Executive Officer, with whom the Company has an oral understanding, and Gerald J. Allen, the Vice President-Diagnostics, with whom the Company is currently negotiating a new agreement. The agreements provide for base salaries subject to annual review, bonuses as described in the Compensation Committee Report contained in this proxy statement, benefits as

provided to all employees and severance compensation in an amount equal to one month's base salary for each year of employment by the Company in the event that the officer's employment is terminated without cause or in connection with a sale or merger of the Company. Base salaries for fiscal 1997 for the executive officers named in the Summary Compensation Table are as follows: T. Oland - \$180,000; M. Tsang - \$136,000; J. Weatherbee - \$136,000; T. Detwiler - \$149,864; and G. Allen - \$112,000. Each of such officers is also subject to a confidentiality and non-competition agreement which prohibits competition with the Company for a period of two years following termination of employment with the Company. As noted above in the Compensation Committee Report, in 1996 the Company revised its agreements with its Vice Chairman, Dr. Roger C. Lucas, who is no longer considered to be an executive officer. Pursuant to such agreements Dr. Lucas will be paid \$200,000 for fiscal 1997 and he is subject to a non-competition agreement for two years following any termination of employment with the Company.

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Summary Compensation Table

The following table sets forth certain information regarding compensation paid during each of the Company's last three fiscal years to the Company's President (who serves as chief executive officer) and to the Company's other executive officers whose salary and bonus for fiscal 1996 exceeded \$100,000.

<TABLE>

<CAPTION>

Name and Principal Position	Fiscal Year	Annual Compensation Salary (\$)	Annual Compensation Bonus (\$)	Long Term Compensation					Compen- sation (\$)
				Awards		Payouts			
				Restricted Stock	Underlying Options	LTIP Awards(\$)	All Other Payouts /SARs (#)	Other Compen- sation (\$)	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Thomas E. Oland, Chairman of the Board and President	1996 1995 1994	175,000 165,000 159,000	-0- -0- -0-	None None None	None None None	100,000 0 667	None None None	17,711(1) 17,463(1) 26,999(1)	
Monica Tsang, Vice President - Research	1996 1995 1994	124,000 110,200 100,500	24,800 25,000 -0-	None None None	None None None	15,000 15,000 0	None None None	8,855(2) 8,732(2) 13,005(2)	
James A. Weatherbee, Vice President and Chief Scientific Officer	1996 1995 1994	124,000 110,200 100,600	24,800 25,000 -0-	None None None	None None None	15,000 15,000 0	None None None	8,855(3) 8,732(3) 13,010(3)	
Thomas C. Detwiler, Vice President - Scientific and Regulatory Affairs	1996 1995 1994	150,000 147,000 140,000	21,000 -0- 56,000	None None None	None None None	5,000 0 25,000	None None None	17,695(4) 17,463(4) -0-	
Gerald J. Allen, Vice President - Diagnostics	1996 1995 1994	104,000 95,800 76,000	19,800 -0- 50,000	None None None	None None None	5,000 0 15,000	None None None	12,242(5) 5,579(5) -0-	

</TABLE>

- (1) Amount reflects Company contributions to Profit Sharing and Savings Plan (as to one-half) and Stock Bonus Plan (as to one-half), the latter consisting of 366, 610 and 1,103 shares in fiscal 1996, 1995 and 1994, respectively.
- (2) Amount reflects Company contributions to Profit Sharing and Savings Plan (as to one-half) and Stock Bonus Plan (as to one-half), the latter consisting of 183, 305 and 531 shares in fiscal 1996, 1995 and 1994, respectively.
- (3) Amount reflects Company contributions to Profit Sharing and Savings Plan (as to one-half) and Stock Bonus Plan (as to one-half), the latter

consisting of 183, 305 and 532 shares in fiscal 1996, 1995 and 1994, respectively.

- (4) Amount reflects Company contributions to Profit Sharing and Savings Plan (as to one-half) and Stock Bonus Plan (as to one-half), the latter consisting of 366 and 610 shares in fiscal 1996 and 1995, respectively.
- (5) Amounts reflects Company contributions to Profit Sharing and Savings Plan (as to one-half) and Stock Bonus Plan (as to one-half), the latter consisting of 253 and 195 shares in fiscal 1996 and 1995, respectively.

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Option/SAR Grants During 1996 Fiscal Year

The following table provides information related to options granted to the named executive officers during fiscal 1996. The Company has not granted any stock appreciation rights.

<TABLE>
<CAPTION>

Name	Individual Grants		Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term			
	Number of Securities Underlying Options/SARs Granted (#)	Percent of Total Options/SARs Granted to Employees in Fiscal Year	Exercise or Base Price (\$/Sh)	Expiration Date	5% (\$)	10% (\$)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Thomas E. Oland	33,000(1) 67,000(2)	16.8% 34.0%	\$18.125 \$18.125	2/01/06 2/01/06	\$376,158 \$763,713	\$ 953,257 \$1,935,401
Monica Tsang	15,000(3)	7.6%	\$13.50	6/30/02	\$ 82,438	\$ 192,115
James A. Weatherbee	15,000(3)	7.6%	\$13.50	6/30/02	\$ 82,438	\$ 192,115
Thomas C. Detwiler	5,000(3)	2.5%	\$13.50	6/30/02	\$ 27,479	\$ 64,038
Gerald J. Allen	5,000(3)	2.5%	\$13.50	6/30/02	\$ 27,479	\$ 64,038

</TABLE>

- (1) Such option is an incentive stock option becoming exercisable as to 5,500 shares per year commencing February 2, 1996.
- (2) Such option is a nonqualified option becoming exercisable in full on June 30, 2000.
- (3) Such options are incentive stock options and became exercisable July 1, 1996.

Option/SAR Exercises During 1996 Fiscal Year and Fiscal Year End Option/SAR Values

The following table provides information related to options exercised by the named executive officers during the 1996 fiscal year and the number and value of options held at fiscal year end.

<TABLE>
<CAPTION>

Name	Shares Acquired on Exercise (#)	Value Realized (\$)(1)	Number of Securities Underlying Unexercised Options/SARs at FY-End (#)		Value of Unexercised In-the-Money Options/SARs at FY-End (\$)(1)	
			Exercisable/Unexercisable	Unexercisable/Exercisable	Unexercisable	Exercisable
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Thomas E. Oland	-0-	-0-	71,777/94,500	1,509,234/1,051,313		
Monica Tsang	-0-	-0-	25,000/15,000	470,000/236,250		
James A. Weatherbee	-0-	-0-	25,000/15,000	470,000/236,250		

Thomas C. Detwiler	-0-	-0-	15,000/15,000	214,680/221,870
Gerald J. Allen	3,000	\$51,000	3,000/14,000	50,250/229,500

</TABLE>

(1) Based on the difference between the closing price of the Company's Common Stock as reported by Nasdaq on the date of exercise or at fiscal year end, as the case may be, and the option exercise price.

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Stock Performance Chart

The following chart compares the cumulative total shareholder return on the Company's Common Stock with S&P Midcap 400 Index and the S&P Midcap Biotechnology Index. The comparison assumes \$100 was invested on June 30, 1991 in the Company's Common Stock and in each of the foregoing indices and assumes reinvestment of dividends.

<TABLE>

<CAPTION>

<S>	INDEXED RETURNS Years Ending					
	<C>	<C>	<C>	<C>	<C>	<C>
Company / Index	Jun 91	Jun 92	Jun 93	Jun 94	Jun 95	Jun 96
Techne Corp	100	133.33	218.52	155.56	200.00	433.33
S&P MidCap Biotechnology Index	100	83.46	89.89	76.26	117.50	172.06
S&P MidCap 400 Index	100	118.56	145.46	145.37	177.85	216.24

</TABLE>

INDEPENDENT AUDITORS

Deloitte & Touche LLP acted as the Company's independent auditors for the 1996 fiscal year. The Company has not selected its independent auditors for the current fiscal year ending June 30, 1997.

A representative of Deloitte & Touche LLP is expected to be present at the shareholders' meeting, will have the opportunity to make any desired comments, and will be available to respond to appropriate questions.

COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons who own more than 10 percent of the Company's Common

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Stock, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors, and greater than 10 percent shareholders ("Insiders") are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based on a review of the copies of such reports furnished to the Company, during the fiscal year ended June 30, 1996, all Section 16(a) filing requirements applicable to Insiders were complied with except by Mr. Henney, who did not file a timely report on Form 3, Mr. Lucas, who did not timely file reports of four stock sales and four option exercises, and by Mr. Oland, who did not timely file a report of an option grant.

SHAREHOLDER PROPOSALS

Any appropriate proposal submitted by a shareholder of the Company and intended to be presented at the 1997 Annual Meeting must be received by the Company at its offices by May 26, 1997, to be considered for inclusion in the Company's proxy statement and related proxy for the 1997 Annual Meeting.

OTHER BUSINESS

The Board of Directors knows of no other matters to be presented at the meeting. If any other matter does properly come before the meeting, the appointees named in the Proxies will vote the Proxies in accordance with their best judgment.

ANNUAL REPORT

A copy of the Company's Annual Report to Shareholders for the fiscal year ended June 30, 1996, including financial statements, accompanies this Notice of Annual Meeting and Proxy Statement. No portion of the Annual Report is incorporated herein or is to be considered proxy soliciting material.

THE COMPANY WILL FURNISH WITHOUT CHARGE A COPY OF ITS ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED JUNE 30, 1996, TO ANY SHAREHOLDER OF THE COMPANY UPON WRITTEN REQUEST. REQUESTS SHOULD BE SENT TO PRESIDENT, TECHNE CORPORATION, 614 MCKINLEY PLACE N.E., MINNEAPOLIS, MINNESOTA 55413.

Dated: September 24, 1996
Minneapolis, Minnesota

TECHNE CORPORATION

PROXY FOR ANNUAL MEETING OF SHAREHOLDERS

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints THOMAS E. OLAND and ROGER C. LUCAS, or either of them acting alone, with full power of substitution, as proxies to represent and vote, as designated below, all shares of Common Stock of Techne Corporation registered in the name of the undersigned, at the Annual Meeting of the Shareholders to be held on Thursday, October 24, 1996, at 3:30 p.m., Minneapolis Time, at the offices of the Company, 614 McKinley Place N.E., Minneapolis, Minnesota, and at all adjournments of such meeting. The undersigned hereby revokes all proxies previously granted with respect to such meeting.

The Board of Directors recommends that you vote "FOR" the following proposals:

(1) SET NUMBER OF DIRECTORS AT SEVEN:

FOR AGAINST ABSTAIN

(2) ELECT DIRECTORS: Nominees: Thomas E. Oland, Roger C. Lucas, Howard V. O'Connell, G. Arthur Herbert, Randolph C. Steer, M.D., Lowell E. Sears and Christopher S. Henney.

FOR all Nominees listed above WITHOUT AUTHORITY to
(except those whose names have vote for all nominees
been written on the line below) listed above

(To withhold authority to vote for any nominee, write that nominee's name on the line below.)

(3) OTHER MATTERS. In their discretion, the appointed proxies are authorized to vote upon such others business as may properly come before the Meeting or any adjournment.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN FOR A PARTICULAR PROPOSAL, WILL BE VOTED FOR SUCH PROPOSAL.

Date _____, 1996

PLEASE DATE AND SIGN ABOVE exactly as name
appears at the left, indicating, where
appropriate, official position or
representative capacity. If stock is held in
joint tenancy, each joint owner should sign.