

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933

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 Number)

614 McKinley Place N.E.
Minneapolis, Minnesota 55413
(Address of Principal Executive Office and Zip Code)

Techne Corporation 1988 Nonqualified Stock Option Plan
(Full Title of the Plan)

Thomas E. Oland
President
Techne Corporation 614 McKinley
Place N.E.
Minneapolis, Minnesota 55413
(612) 379-2956
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
Timothy M. Heaney
Fredrikson & Byron, P.A.
1100 International Centre
Minneapolis, Minnesota 55402

<TABLE>
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Maximum Aggregate Offering Price(2)	Amount of Registration Fee
<S>	<C>	<C>	<C>	<C>
Options to Purchase Common Stock under the Plan	Indefinite	\$ 0.00	\$ 0.00	\$ 0.00
Common Stock issuable upon exercise of options granted under the Plan	200,000 shares	\$24.75	\$4,950,000	\$1,500.00
TOTAL:			\$1,500.00	

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- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.
- (2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock on October 10, 1996.

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 1988 Nonqualified Stock Option Plan. The contents of the Registrant's Registration Statements on Form S-8, Reg. No. 33-49160 and Reg. No. 33-86728, are incorporated herein by reference.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis and State of Minnesota, on the 15th day of October, 1996.

TECHNE CORPORATION
(the "Registrant")

By /s/ Thomas E. Oland
Thomas E. Oland, President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

(Power of Attorney)

Each of the undersigned constitutes and appoints Thomas E. Oland and Roger C. Lucas his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Form S-8 Registration Statement of Techne Corporation relating to the Company's 1988 Nonqualified Stock Option Plan and any or all amendments or post-effective amendments to the Form S-8 Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying

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and confirming all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ Thomas E. Oland ----- Thomas E. Oland	Chairman, President, Treasurer and Director (principal executive officer and principal financial and accounting officer)	October 15, 1996
/s/ Christopher S. Henney ----- Christopher S. Henney	Director	October 15, 1996
/s/ G. A. Herbert ----- G. Arthur Herbert	Director	October 15, 1996
/s/ Roger C. Lucas ----- Roger C. Lucas	Director	October 15, 1996
/s/ Howard V. O'Connell ----- Howard V. O'Connell	Director	October 15, 1996
/s/ Lowell E. Sears ----- Lowell E. Sears	Director	October 15, 1996
/s/ Randolph C. Steer	Director	October 15, 1996

Randolph C. Steer, M.D.

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

TECHNE CORPORATION

Form S-8 Registration Statement

E X H I B I T I N D E X

Number	Exhibit Description
5	Opinion and Consent of counsel re securities under the Plan
23.1	Consent of counsel (See Exhibit 5)
23.2	Consent of independent accountants
24	Power of attorney (See Signature Page)

FREDRIKSON & BYRON, P.A. EXHIBIT 5
1100 International Centre
900 Second Avenue South
Minneapolis, Minnesota 55402

Telephone: (612) 347-7000
Facsimile: (612) 347-7077

October 15, 1996

Techne Corporation
614 McKinley Place N.E.
Minneapolis, Minnesota 55413

Re: Registration Statement on Form S-8

Ladies/Gentlemen:

We are acting as corporate counsel to Techne Corporation (the "Company") in connection with the original registration by the Company on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act") of options and 200,000 shares (the "Shares") of Common Stock issuable pursuant to the Company's 1998 Nonqualified Stock Option Plan (the "Plan").

In acting as such counsel and for the purpose of rendering this opinion, we have reviewed copies of the following, as presented to us by the Company:

1. The Company's Articles of Incorporation, as amended.
2. The Company's Bylaws, as amended.
3. Certain corporate resolutions adopted by the Board of Directors and shareholders of the Company pertaining to the adoption and approval of the Plan.
4. The Plan.
5. The Registration Statement.

Based on, and subject to, the foregoing and upon representations and information provided by the Company or its officers or directors, it is our opinion as of this date that:

1. The Shares are validly authorized by the Company's Articles of Incorporation, as amended.
2. Upon issuance and delivery of the Shares against receipt by the Company of the consideration for the Shares pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

FREDRIKSON & BYRON, P.A.

/s/ Timothy M. Heaney
By Timothy M. Heaney

Exhibit 23.2

INDEPENDENT AUDITORS' CONSENT

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 16, 1996, appearing in and incorporated by reference in the Annual Report on Form 10-K of Techne Corporation for the year ended June 30, 1996.

DELOITTE & TOUCHE LLP

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota
October 15, 1996