

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF
1934 For the Fiscal Year Ended September 30, 1998.

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from _____ to _____.

Commission File No. 333-17895

RAYOVAC CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin

(State or other jurisdiction of
incorporation or organization)

22-2423556

(I.R.S. Employer
Identification Number)

601 Rayovac Drive

(Address of principal executive offices)

53711-2497

(Zip Code)

Registrant's telephone number, including area code: (608) 275-3340

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange
on which registered

Common Stock, Par Value \$.01

New York Stock Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act:

None

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

On February 10, 1999, the aggregate market value of the voting stock held by non-affiliates of the registrant was \$404,390,924. As of February 10, 1999, there were outstanding 27,484,780 shares of the registrant's Common Stock, \$0.01 par value.

General

In this first amendment to the Company's Form 10-K for the fiscal year ended September 30, 1998, the Company, in accordance with Rule 601(c)(2)(iii) of Regulation S-K, is providing an amended Financial Data Schedule in Exhibit 27.1 (the "Amended Schedule") for the fiscal year ended September 30, 1998.

The Amended Schedule corrects two clerical errors in the original filing for Total Current Liabilities and Cost of Tangible Goods Sold, respectively. The Amended Schedule contains no change in previously reported information other than as described above. The Company's audited financial statements as of and for the fiscal year ended September 30, 1998 did not contain these errors and are unchanged.

Exhibit

(27) Financial Data Schedule

27.1 The Amended Schedule is attached to this Form 10-K/A Amendment
No. 1 as Exhibit 27.1

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

RAYOVAC CORPORATION

By: /s/ David A. Jones

Name: David A. Jones
Title: Chairman of the Board and Chief Executive Officer (Principal Executive Officer)

Date: March 1, 1999

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of March 1, 1999.

Signature -----	Title -----
/s/ David A. Jones ----- David A. Jones	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Kent J. Hussey ----- Kent J. Hussey	President and Chief Operating Officer and Director
/s/ Roger F. Warren ----- Roger F. Warren	President - International and Contract Micropower and Director
/s/ Trygve Lonnebotn ----- Trygve Lonnebotn	Executive Vice President - Operations and Director
/s/ Randall J. Steward ----- Randall J. Steward	Senior Vice President - Finance and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Joseph W. Deering ----- Joseph W. Deering	Director
/s/ John S. Lupo ----- John S. Lupo	Director
/s/ Scott A. Schoen ----- Scott A. Schoen	Director
/s/ Thomas R. Shepherd ----- Thomas R. Shepherd	Director
/s/ Warren C. Smith, Jr. ----- Warren C. Smith, Jr.	Director

This amended schedule contains summary financial information extracted from the Company's audited financial statements as of and for the fiscal year ended September 30, 1998 and is qualified in its entirety by reference to such financial statements. Certain information has been amended in accordance with Item 601(c)(2)(iii) of Regulation S-K, as described in footnote 1 below.

12-MOS		
	SEP-30-1998	
	SEP-30-1998	1,594
		0
	105,691	
	1,356	
	67,762	
	183,420	155,553
	84,186	
	286,341	
	101,763	152,276
	0	0
		569
		21,305
286,341		495,733
	495,733	258,027
		258,027
	195,650	
	1,356	
	15,670	
	25,030	
	8,660	
	16,370	0
		0
	(1,975)	
		0
	14,395	
	0.54	
	0.51	

Total Current Liabilities and Cost of Tangible Goods Sold have been amended to correct clerical errors in the original filing. This amended schedule contains no change in previously reported information other than as described above. The Company's audited financial statements as of and for the fiscal year ended September 30, 1998 did not contain these errors and are unchanged.