

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

WOLVERINE WORLD WIDE, INC.  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

38-1185150  
(I.R.S. Employer  
Identification Number)

9341 COURTLAND DRIVE, ROCKFORD, MICHIGAN  
(Address of Principal Executive Offices)

49351  
(Zip Code)

WOLVERINE WORLD WIDE, INC.  
1997 STOCK INCENTIVE PLAN  
(Full Title of the Plan)

STEPHEN L. GULIS, JR. EXECUTIVE VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND TREASURER WOLVERINE WORLD WIDE, INC. 9341 COURTLAND DRIVE ROCKFORD, MICHIGAN 49351	Copies to:	JEFFREY A. OTT WARNER NORCROSS & JUDD LLP 900 OLD KENT BUILDING 111 LYON STREET, N.W. GRAND RAPIDS, MICHIGAN 49503-2487
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(Name and Address of Agent for Service)

(616) 866-5500  
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED<F2>	PROPOSED MAXIMUM OFFERING PRICE PER SHARE <F2><F3>	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE<F3><F4>	AMOUNT OF REGISTRATION FEE
Common Stock, \$1 Par Value	1,500,000 shares<F1>	\$28.75	\$43,125,000	\$12,721.88

<FN>  
<F1> Plus an indeterminate number of additional shares as may be required to be issued in the event of an adjustment as a result of an increase in the number of issued shares of Common Stock resulting from a subdivision of such shares, the payment of stock dividends or certain other capital adjustments.

<F2> Adjusted to reflect a stock split paid in May, 1997.

<F3> Estimated solely for the purpose of calculating the registration fee.

<F4> On April 3, 1998, the average of the high and low prices of Common Stock of Wolverine World Wide, Inc. (the "Company") on the New York Stock Exchange was \$28.75 per share. The registration fee is computed in accordance with Rule 457(h) and (c).

</FN>

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by Wolverine World Wide, Inc. (the "Company" or the "Registrant") with the Securities and Exchange Commission are incorporated in this registration statement by reference:

(a) The Registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934 (the "Exchange Act").

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in (a) above.

(c) The description of the Registrant's common stock, \$1 par value, which is contained in the Registrant's Registration Statement filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities remaining unsold from the date of filing of such documents shall be deemed to be incorporated by reference in this registration statement and to be a part of this registration statement from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Under Section 145 of the Delaware General Corporation Law, the Company is permitted to indemnify its directors and officers (among others) against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such persons in connection with

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actions, suits or proceedings arising out of that person's acting in a corporate capacity or at the request of the Company if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company. That section also requires that such indemnification be made to the extent that such person has been successful on the merits or otherwise in defense of any such action, suit or proceeding.

Similarly, Article Nine of the Company's amended Certificate of Incorporation requires the Company to indemnify a present or former director, officer, employee or agent of the Company against any and all expenses, judgments, fines and amounts reasonably incurred in connection with any pending or threatened action, suit or proceeding, civil or criminal, in which such person may become involved by reason of his or her being or having been a director, officer, employee or agent of the Company or any firm, corporation or organization which he or she served in any capacity at the request of the Company. It is a condition to indemnification in connection with any such action, suit, or proceeding that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company and, in criminal proceedings, had no reasonable cause to believe his or her conduct was unlawful. Furthermore, where such action, suit or proceeding is by or in the right of the Company, unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses.

Termination of an action, suit or proceeding, civil or criminal, by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent does not, of itself, create a presumption that such person did not meet the required standard of conduct. The determination that a person has or has not met the standard of conduct required for indemnification may only be made by (i) the Board of Directors by a majority of a quorum consisting of the directors who were not party to such action, suit or proceeding, (ii) by written opinion of independent legal counsel who may be the regular counsel of the Company, or (iii) by the stockholders of the Company. These indemnification rights are expressly declared to be additional to such other rights to which any officer or director may be entitled by contract or as a matter of law. The Company also maintains in force a policy of directors and officers liability insurance.

Article Ten of the Company's amended Certificate of Incorporation provides that no director of the Company will be personally liable to the Company or to the stockholders for any breach of fiduciary duty. Article Ten does not affect the liability of a director for any breach of his or her duty of loyalty, for acts or omissions not in good faith or that

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involve intentional misconduct, for any conduct proscribed under Section 174 of the Delaware General Corporation Law, or for any transaction from which the director derived an improper personal benefit.

In addition, the Company has entered into indemnity agreements with each director and officer of the Company. The indemnity agreements indemnify each director and officer against all expenses incurred in connection with any actions or investigation involving the director or officer by reason of his or her position with the Company (or with another entity at the Company's request). The directors and officers will also be indemnified for costs, including judgments, fines and penalties,

indemnifiable under Delaware law or under the terms of any current or future liability insurance policy maintained by the Company that covers the directors and officers. A director or officer involved in a derivative suit will be indemnified for expenses and amounts paid in settlement. Indemnification is dependent in every instance on the director or officer meeting the standards of conduct set forth in the indemnity agreements. If a potential change in control occurs, the Company will fund a trust to satisfy its anticipated indemnification obligations.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The following exhibits have been filed or incorporated by reference as part of this registration statement:

EXHIBIT  
NUMBER

DOCUMENT

- 4(a) The Company's Certificate of Incorporation as amended, previously filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 14, 1997, is incorporated herein by reference.
- 4(b) The Company's Amended and Restated Bylaws, previously filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 30, 1995, is incorporated herein by reference.
- 5(a) Opinion Regarding Legality of Securities Offered.
- 23(a) Consent of Warner Norcross & Judd LLP--Included in Exhibit 5(a) and incorporated herein by reference.
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- 23(b) Consent of Ernst & Young LLP.
- 24 Powers of Attorney.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:

(i) include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");

(ii) reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

PROVIDED, HOWEVER, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission

by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

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(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

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 Rockford, State of Michigan, on this 31st day of March, 1998.

WOLVERINE WORLD WIDE, INC.

By /S/STEPHEN L. GULIS, JR.  
 Stephen L. Gulis, Jr.  
 Executive Vice President, Chief  
 Financial Officer and Treasurer  
 (Principal Financial and Accounting  
 Officer)

Pursuant to the requirements of the Securities Act of 1933, this Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/S/GEOFFREY B. BLOOM* Geoffrey B. Bloom	Chief Executive Officer and Chairman of the Board of Directors	March 31, 1998
/S/TIMOTHY J. O'DONOVAN* Timothy J. O'Donovan	President and Director	March 31, 1998
/S/STEPHEN L. GULIS, JR. Stephen L. Gulis, Jr.	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 31, 1998
/S/DANIEL T. CARROLL* Daniel T. Carroll	Director	March 31, 1998
/S/ALBERTO L. GRIMOLDI* Alberto L. Grimoldi	Director	March 31, 1998

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SIGNATURE	TITLE	DATE
/S/DAVID T. KOLLAT* David T. Kollat	Director	March 31, 1998
/S/PHILLIP D. MATTHEWS* Phillip D. Matthews	Director	March 31, 1998
/S/DAVID P. MEHNEY* David P. Mehney	Director	March 31, 1998
/S/JOSEPH A. PARINI* Joseph A. Parini	Director	March 31, 1998
/S/JOAN PARKER* Joan Parker	Director	March 31, 1998
/S/ELIZABETH A. SANDERS* Elizabeth A. Sanders	Director	March 31, 1998

/S/PAUL D. SCHRAGE\*  
Paul D. Schrage

Director

March 31, 1998

\*By /S/STEPHEN L. GULIS, JR.  
Stephen L. Gulis, Jr.  
Attorney-in-Fact

March 31, 1998

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EXHIBIT INDEX

EXHIBIT  
NUMBER

DOCUMENT

- |       |   |
|-------|---|
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| 4(b)  | The Company's Amended and Restated Bylaws, previously filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 30, 1995, is incorporated herein by reference.       |
| 5(a)  | Opinion Regarding Legality of Securities Offered.   |
| 23(a) | Consent of Warner Norcross & Judd LLP--Included in Exhibit 5(a) and incorporated herein by reference.   |
| 23(b) | Consent of Ernst & Young LLP.   |
| 24    | Powers of Attorney.   |





WARNER NORCROSS & JUDD LLP  
ATTORNEYS AT LAW

900 OLD KENT BUILDING  
111 LYON STREET, N.W.  
GRAND RAPIDS, MICHIGAN 49503-2489

TELEPHONE (616) 752-2000  
FAX (616) 752-2500

EXHIBIT 5(a) AND 23(a)

April 6, 1998

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Wolverine World Wide, Inc.  
Registration Statement on Form S-8  
Wolverine World Wide, Inc.  
1997 STOCK INCENTIVE PLAN

Dear Sir or Madam:

We represent Wolverine World Wide, Inc., a Delaware corporation (the "Company"), with respect to the above-captioned Registration Statement on Form S-8 (the "Registration Statement") filed pursuant to the Securities Act of 1933 (the "Act") to register 1,500,000 shares of Common Stock.

As counsel for the Company, we are familiar with its Certificate of Incorporation and Bylaws and have reviewed the various proceedings taken by the Company to authorize the issuance of the Common Stock to be sold pursuant to the Registration Statement. We have also reviewed and assisted in preparing the Registration Statement. In our review, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies.

On the basis of the foregoing, we are of the opinion that when the Registration Statement has become effective under the Act, any and all shares of Common Stock which are the subject of the Registration Statement will, when issued upon payment of the purchase price therefore to the Company, be validly issued, fully paid and nonassessable.

Securities and Exchange Commission  
April 6, 1998  
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We hereby consent to the use of this opinion as an exhibit to the Registration Statement on Form S-8 covering the Common Stock to be issued pursuant to the 1997 Stock Incentive Plan.

Very truly yours,

WARNER NORCROSS & JUDD LLP

By: /s/Jeffrey A. Ott  
Jeffrey A. Ott  
A Partner

EXHIBIT 23(b)

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Form S-8 Registration Statement pertaining to the Wolverine World Wide, Inc. 1997 Stock Incentive Plan of our report dated February 6, 1998, with respect to the consolidated financial statements and schedule of Wolverine World Wide, Inc. and subsidiaries included in its Annual Report on Form 10-K for the fiscal year ended January 3, 1998, filed with the Securities and Exchange Commission.

/S/ ERNST & YOUNG LLP

Grand Rapids, Michigan  
March 30, 1998

EXHIBIT 24

LIMITED POWER OF ATTORNEY

The undersigned, in his or her capacity as a director or officer, or both, as the case may be, of Wolverine World Wide, Inc., does hereby appoint GEOFFREY B. BLOOM, BLAKE W. KRUEGER, and STEPHEN L. GULIS, JR., and any of them severally, his or her attorney or attorneys, with full power of substitution, to execute in his or her name, in his or her capacity as a director or officer, or both, as the case may be, of Wolverine World Wide, Inc., a Form S-8 Registration Statement of Wolverine World Wide, Inc. for the Wolverine World Wide, Inc. 1997 Stock Incentive Plan, any and all pre-effective or post-effective amendments to such Registration Statement, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

February 26, 1998

/S/GEOFFREY B. BLOOM  
Geoffrey B. Bloom

LIMITED POWER OF ATTORNEY

The undersigned, in his or her capacity as a director or officer, or both, as the case may be, of Wolverine World Wide, Inc., does hereby appoint GEOFFREY B. BLOOM, BLAKE W. KRUEGER, and STEPHEN L. GULIS, JR., and any of them severally, his or her attorney or attorneys, with full power of substitution, to execute in his or her name, in his or her capacity as a director or officer, or both, as the case may be, of Wolverine World Wide, Inc., a Form S-8 Registration Statement of Wolverine World Wide, Inc. for the Wolverine World Wide, Inc. 1997 Stock Incentive Plan, any and all pre-effective or post-effective amendments to such Registration Statement, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

February 25, 1998

/S/TIMOTHY J. O'DONOVAN  
Timothy J. O'Donovan

LIMITED POWER OF ATTORNEY

The undersigned, in his or her capacity as a director or officer, or both, as the case may be, of Wolverine World Wide, Inc., does hereby appoint GEOFFREY B. BLOOM, BLAKE W. KRUEGER, and STEPHEN L. GULIS, JR., and any of them severally, his or her attorney or attorneys, with full power of substitution, to execute in his or her name, in his or her capacity as a director or officer, or both, as the case may be, of Wolverine World Wide, Inc., a Form S-8 Registration Statement of Wolverine World Wide, Inc. for the Wolverine World Wide, Inc. 1997 Stock Incentive Plan, any and all pre-effective or post-effective amendments to such Registration Statement, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

February 25, 1998

/S/STEPHEN L. GULIS, JR>  
Stephen L. Gulis, Jr.

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February 26, 1998

/S/DANIEL T. CARROLL  
Daniel T. Carroll

LIMITED POWER OF ATTORNEY

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February 26, 1998

/S/ALBERTO L. GRIMOLDI  
Alberto L. Grimoldi

LIMITED POWER OF ATTORNEY

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February 26, 1998

/S/DAVID T. KOLLAT  
David T. Kollat

LIMITED POWER OF ATTORNEY

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February 25, 1998

/S/PHILLIP D. MATTHEWS  
Phillip D. Matthews

LIMITED POWER OF ATTORNEY

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February 26, 1998

/S/DAVID P. MEHNEY  
David P. Mehney

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February 26, 1998

/S/JOSEPH A. PARINI  
Joseph A. Parini



LIMITED POWER OF ATTORNEY

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February 26, 1998

/S/JOAN PARKER  
Joan Parker

LIMITED POWER OF ATTORNEY

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February 26, 1998

/S/ELIZABETH A. SANDERS  
Elizabeth A. Sanders

LIMITED POWER OF ATTORNEY

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February 26, 1998

/S/PAUL D. SCHRAGE

Paul D. Schrage