SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended March 31, 1996

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from ---------- to ----------

Commission file number 1-5560

Alpha Industries, Inc.
(Exact name of registrant as specified in its charter)

Delaware	04-2302115
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
20 Sylvan Road, Woburn, Massachusetts	01801
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (617) 935-5150

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

Title of each class	Name of each exchange on which registered
Common Stock, $.25 par value	American Stock Exchange
Rights to purchase Common Stock	American Stock Exchange

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 X 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. [X]

The aggregate market value of the Registrant's Common Stock held by non-affiliates of the Registrant at May 31, 1996 was approximately $90,109,000.

The number of shares of Common Stock outstanding at May 31, 1996 was 9,719,216.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Proxy Statement, to be filed within 120 days of the end of the Registrant's fiscal year are incorporated by reference into Part III of this Report.

The Exhibit Index is located on page 34.
Page 1 of 52 pages.

PART I

Item 1 Business

Products

The Company categorizes its product lines and core technologies as follows:

- Radio Frequency (RF), Microwave and Millimeter Wave Monolithic Integrated Circuits (MMICs)
- Ceramic Products
- Discrete Semiconductors
- Millimeter Wave Components and Subsystems

The chart below identifies the major markets currently served by each of the Company's product lines. In addition, the Company's products serve other wireless markets.

MARKETS	PRODUCTS			
	MMICS	CERAMIC PRODUCTS	DISCRETE SEMI-CONDUCTORS	MILLIMETER WAVE COMPONENTS AND SUB-SYSTEMS
Cellular Personal Communications Services(PCS)				
Handset	*	*	*	(1)
Base Station	*	*	*	*
Digital Radio Links	*	*	*	*
Pagers		*	*	(1)
Global Positioning Systems(GPS)		*	*	(1)
Cordless Telephones		*	*	(1)
Wireless Cable TV	*	*	*	*
Defense-Related Systems	*	*	*	*

(1) These applications do not utilize millimeter wave components and subsystems.

RF, Microwave and Millimeter Wave MMICs. The Company designs and manufactures RF, microwave and millimeter wave MMICs in Gallium Arsenide (GaAs) that integrate numerous functions performed by discrete semiconductors. The functions of the Company's GaAs MMICs include amplification, switching and control and frequency conversion of signals in the radio transceiver portion of wireless communications systems. In wireless voice and data applications, the Company's GaAs MMICs are used in the handheld unit, base station transceivers and point to point radio links between the base station and local wireline network. The Company's millimeter wave MMICs connect transmissions between base stations, including the local wireline PBX switching office. The Company believes that this function is growing in importance, and that it will continue to do so as a greater percentage of the higher frequency spectrum is allocated to accommodate the increase in wireless communications traffic.

Ceramic Products. The Company's ceramic products play a critical role in the signal selection, or filtering process, that is essential to processing communications signals. The physical properties of ceramic materials are suitable for power efficiency and miniaturization. The Company is a major supplier of miniature ceramic antennas to manufacturers of GPS receivers, particularly for compact handheld units which are gaining popularity. Ceramic products are crucial in the frequency-determining portions of direct broadcast satellite television (DBS TV) receivers, radar detectors and intrusion alarms. They are also shrinking the size of cellular radio base station equipment.

Discrete Semiconductors. The Company fabricates discrete surface mount semiconductors in both GaAs and silicon as stand alone components for specialized applications which are not addressed efficiently by MMICs. Silicon technology continues to be used for discrete semiconductors when circuit integration is not possible or for certain applications for which the properties of silicon material provide better performance. Discrete semiconductors are used for amplification, switching and control and frequency conversion in base stations, transmitters and receivers of cellular handsets.

Millimeter Wave Components and Subsystems. Millimeter wave applications operate above the microwave frequency range, primarily between 20 Ghz and 300 Ghz. The Company has been an industry leader in the design and manufacture of millimeter wave components and subsystems for military and defense related applications. This experience established the Company's advanced millimeter wave MMIC capability. It also provides the Company with technological and cost advantages in commercial applications, such as personal communications services and personal communications networks (PCS/PCN) and cellular telephone infrastructure equipment. The Company manufactures MMIC based amplifiers, transmitters and receivers, as well as single function components such as Gunn oscillators, mixers, isolators and circulators for commercial applications, including PCS/PCN radio equipment.

The principal customers for these products are equipment manufacturers for commercial and defense microwave systems such as cellular telephones, commercial telecommunications, direct broadcast satellites, and military radar, missile, and electronic warfare.

The Company's operations are within a single segment of the electronics industry: the development, production and sale of microwave materials, devices and components.

Markets and Distribution

During fiscal 1996, approximately 76% of the Company's sales were to manufacturers of commercial products, primarily in the wireless communications markets and include components for products such as wireless telephones and base stations in addition to motion detectors and sensors. The remaining 24% of sales were for use in a wide variety of defense-related systems.

Export sales to non-affiliates for fiscal 1996, 1995 and 1994 were $23,633,000, $16,855,000, and $16,471,000, respectively. This compares with domestic sales for the same period of $66,081,000, $54,974,000, and $47,337,000, respectively. The Company operates sales subsidiaries in the United Kingdom and a ceramic manufacturing operation in France. During fiscal 1996, the Company closed its sales subsidiary in Germany and replaced it with an independent sales representative and distributor. See Note 3 to the Consolidated Financial Statements on page 22 for financial information about the Company's foreign and domestic operations.

The Company's sales are made through 15 independent domestic sales representatives and 21 independent international sales representatives, as well as through its own sales force of 29 persons. Approximately 14% of the Company's sales are made through its own direct sales force and 86% through sales representatives.

Research and Development

Research and development efforts are undertaken by the Company both on a Company or customer sponsored basis. For customer sponsored projects, the customer may pay all or a portion of the expenses incurred. Some of the customer sponsored contracts are reimbursed by the U.S. Government. The Company's products and markets are subject to continued technological advances. Recognizing this, the Company has maintained a high level of R&D activities to remain competitive in certain areas and to be an industry leader in other areas.

R&D expenditures for the last three fiscal years are detailed below (in thousands):

	1996	1995	1994
Company sponsored..................	$ 9,148	$ 4,154	$ 3,429
Customer sponsored.................	4,224	7,583	9,439
Other*.............................	-	695	919
Total R & D Expenditures........	$13,372	$12,432	$13,787

*Non-reimbursed costs incurred by the Company on customer sponsored contracts.

Raw Materials

Raw materials for the Company's products and manufacturing processes are generally available from several sources. It is the Company's policy not to depend on a sole source of supply. However, there are limited situations where the Company procures certain components and services for its products from single or limited sources. The Company purchases these materials and services on a purchase order basis, does not carry significant inventories and does not have any long-term supply contracts with its source vendors. The inability of the Company to obtain these materials in required quantities would result in significant delays or reductions in product shipments, which would materially and adversely affect the Company's operating results.

Working Capital

The business of the Company is not seasonal, and there are no special practices with respect to working capital for the Company or the industry in general. The Company provides a limited warranty on its products against defects in material and workmanship. Payment terms are 30 days in the domestic market and generally 60 days in foreign markets.

Contracts

During fiscal 1996, no one customer accounted for 10% or more of the Company's total sales. All of the Company's sales to the United States Government and prime contractors and subcontractors thereof are subject to termination at the convenience of the Government, in which event the Company would normally be reimbursed for costs incurred. While U.S. Government orders are cancelled in this manner, Alpha has seldom experienced any material terminations for convenience.

Competitive Conditions

The Company competes on the basis of price, performance, quality, reliability, size, ability to meet delivery requirements and customer service and support. The Company experiences intense competition worldwide from a number of multinational companies that offer a variety of competitive products and broader product lines, and which have substantially greater financial resources and production, marketing, manufacturing, engineering and other capabilities than the Company. The Company also faces competition from a number of smaller companies. In addition, the Company's customers, particularly its largest customers, may have or could acquire the capability to develop or manufacture products competitive with those that have been or may be developed or manufactured by the Company.

Patent and Trademarks

Alpha owns a small number of patents and has other patent applications under preparation or pending. However, the Company believes that its technological position depends primarily on the ability to develop new innovative products through the technical competence of its engineering personnel.

Backlog

The Company's backlog of undelivered orders on March 31, 1996 was approximately $36,500,000 compared with $30,200,000 on April 2, 1995. The Company's policy is to record commercial orders on a quarterly basis consistent with expected customer short-term requirements. Management believes all orders in the Company's backlog to be firm. Approximately 90% of the March 31, 1996 backlog is anticipated to be shipped in fiscal 1997.

Environmental Regulations

In the Company's opinion, compliance with federal, state, and local environmental protection regulations does not and will not have a material effect on the capital expenditures, earnings, and competitive position of the Company.

Executive Officers

The following table sets forth certain information with respect to the executive officers of the Company at May 31, 1996.

Name	Age	Position
George S. Kariotis	73	Chairman of the Board of Directors
Martin J. Reid	54	Director, President and Chief Executive Officer
David J. Aldrich	39	Vice President, Chief Financial Officer and Treasurer
Thomas C. Leonard	61	Vice President
Paul E. Vincent	48	Controller

All officers serve until the next Board of Directors meeting following the Annual Meeting of Stockholders scheduled for September 9, 1996, or until their successors are elected and qualified. No officer was elected pursuant to any arrangement or understanding.

George S. Kariotis was Chairman of the Board and Chief Executive Officer from 1962 (when the Company was founded) until 1978, and, from 1974 to 1978, he was also Treasurer of the Company. From 1979 to 1983, Mr. Kariotis was the Secretary of Manpower Development and Economic Affairs for the Commonwealth of Massachusetts. He was re-elected Chairman of the Board of the Company in 1983 and Chief Executive Officer in 1985. Mr. Kariotis resigned as Chief Executive Officer in July 1986 while he campaigned for public office. He resumed his position as Chief Executive Officer in November 1986, and served in that capacity until 1991.

Martin J. Reid was a Vice President of the Company from 1975 to 1981, and from 1981 to 1985, he was a Senior Vice President of the Company. Mr. Reid was elected President, Chief Operating Officer and became a Director in 1985. He was elected acting Chief Executive Officer in July 1986 while Mr. Kariotis campaigned for public office, and relinquished that position and resumed his position as Chief Operating Officer in November 1986 after Mr. Kariotis' campaign. Mr. Reid was elected to the position of Chief Executive Officer in 1991.

David J. Aldrich joined the Company in 1995 as Vice President, Chief Financial Officer and Treasurer. In May 1996 Mr. Aldrich was also appointed General Manager of Alpha Microwave. From 1989 to 1995, Mr. Aldrich held several positions at M/A-COM, Inc., including Manager Integrated Circuits Active Products, Corporate Vice President Strategic Planning, Director of Finance and Administration, and Director of Strategic Initiatives with the Microelectronics Division. Prior to joining M/A-COM, Inc., Mr. Aldrich was Controller with Adams Russell Electronics Company from 1984 to 1989 and a project leader for a NASA satellite communications program with Space Communications Company (a Fairchild Industries and Contel Inc. Partnership) from 1981 to 1983. Mr. Aldrich is a director of CableMaxx, Inc., a wireless cable television service provider.

Thomas C. Leonard joined the Company in 1992 as General Manager of the Components and Systems Division. He became the General Manager of Operations for the Alpha Microwave Division effective January 1994 and was elected a Vice President in 1994. Mr. Leonard has over 30 years experience in the microwave industry, having held a series of general managerial and marketing positions at M/A-COM, Inc., from 1972 to 1992 and prior to 1972 at Varian Associates and Sylvania.

Paul E. Vincent has held his position as Controller since he joined the Company in 1979.

Employees

As of March 31, 1996, the Company and its subsidiaries employed approximately 990 persons, compared with 830 persons as of April 2, 1995.

Item 2 Properties

The following information describes the major facilities owned and leased by the Company. The Company believes it has adequate production capacity in the Woburn facility to meet the semiconductor and component business needs for the next 12 to 18 months. The Company also believes that it has adequate production capacity in the Maryland facilities to meet the ceramic products business needs for the next 12 to 18 months. As described in Note 5 to the Consolidated Financial Statements on pages 23 through 25, several properties secure debt of the Company.

a. The Company owns a 158,000 square foot plant plus eight acres of land at 20 Sylvan Road, Woburn, Massachusetts. This plant is occupied by the semiconductor and component manufacturing operations and corporate headquarters.

b. The Company owns a 92,000 square foot facility in Adamstown, Maryland. This plant is occupied by the Company's wholly owned subsidiary, Trans-Tech, Inc., and is utilized as the Company's primary ceramic products manufacturing facility.

c. The Company leases approximately a 33,000 square foot facility in Frederick, Maryland. This plant is used by the Company's wholly owned subsidiary, Trans-Tech, Inc., to manufacture ceramic filters.

d. The Company leases a 7,200 square foot facility in Marly, France. This plant is occupied by the Company's wholly owned subsidiary, Trans-Tech Europe SARL and is also utilized as a ceramic products manufacturing facility.

e. The Company leases a 3,600 square foot facility in Milpitas, California. This facility is occupied by Western Trans-Tech, a division of Trans-Tech, Inc., and is also utilized as a ceramic products manufacturing facility.

Item 3 Legal Proceedings

The Company does not have any material pending legal proceedings other than routine litigation incidental to its business.

The Company has been notified by federal and state environmental agencies of its potential liability with respect to the following two sites: the Spectron, Inc. Superfund site in Elkton, Maryland, and the Seaboard Chemical Corporation site in Jamestown, North Carolina. In each case several hundred other companies have also been notified about their potential liability regarding these sites. The Company continues to deny that it has any responsibility with respect to these sites other than as a de minimis party. Management is of the opinion that
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the outcome of the aforementioned environmental matters will not have a material effect on the Company's operations.

See also Note 11 to the Consolidated Financial Statements on page 31.

Item 4 Submission Of Matters To A Vote Of Security Holders

There were no matters submitted to a vote of security holders during the fiscal quarter ended March 31, 1996.

PART II

Item 5 Market for the Registrant's Common Stock and Related Stockholder Matters

See the section entitled "Quarterly Financial Data" appearing on page 19 for information regarding Common Stock market prices. Dividends have not been paid in either of the past two fiscal years. See Note 5 to the Consolidated Financial Statements appearing on pages 23 through 25 for information regarding dividend restrictions.

Item 6 Selected Financial Data

Five Year Financial Summary

(In thousands, except per share amounts and financial ratios)

	Fiscal Year 1996	1995	1994	1993	1992
Results of Operations					
Sales	$ 96,894	$78,254	$ 70,147	$69,543	$71,032
Income (loss) before extraordinary item	3,794	2,847	(11,466)	(2,987)	113
Extraordinary item-utilization of net operating loss carryforward	-	-	-	-	9
Net income (loss)	3,794	2,847	(11,466)	(2,987)	122
Per share data					
Net income (loss)	$ .43	$ .36	$ (1.53)	$ (.40)	$ .02
Weighted average common shares	8,755	7,882	7,502	7,464	7,429
Financial Ratios					
Return (based on net income-net loss)					
On sales	3.9%	3.6%	(16.3%)	(4.3%)	0.2%
On average assets	6.0%	6.0%	(23.4%)	(5.6%)	0.2%
On average equity	8.9%	11.0%	(38.3%)	(8.1%)	0.3%
Current Ratio	3.35	1.68	1.64	2.26	2.90
Debt to Equity	4.5%	17.1%	19.9%	11.8%	13.1%
Financial Position					
Working Capital	$ 32,647	$10,983	$ 8,981	$15,767	$17,800
Additions to property, plant and equipment	12,297	5,248	2,939	4,112	1,274
Total assets	75,423	50,167	44,430	53,777	53,211
Long-term debt	2,565	4,744	4,826	4,191	5,030
Long-term capital lease obligations	565	754	892	1,032	-
Stockholders' equity	57,533	27,674	24,261	35,565	38,456
Other Statistics					
New orders (net of cancellations)	103,200	84,900	66,700	70,500	66,500
Backlog at year end	$ 36,500	$30,200	$ 23,500	$26,900	$25,900

Item 7 Management's Discussion And Analysis Of Financial Condition And Results Of Operations

The Company set record levels for sales and orders for fiscal 1996, and earnings increased 33% in fiscal 1996 as compared with the prior year. In fiscal 1996, the Company doubled its investments in product development mainly for the Gallium Arsenide Monolithic Integrated Circuits (GaAs MMICs) and ceramic products aimed at the wireless communication markets. At the same time, the Company increased unit output by 64% due to improved manufacturing efficiencies and added capacity for both semiconductor and ceramic products. These actions have positioned the Company to support higher demands particularly for wireless communication products. Unfortunately, an overall softness in the North American cellular market and the delayed roll-out of the Personal Communications System (PCS) is expected to result in lower demand throughout the summer of 1996. With lower volumes, higher fixed costs associated with the Company maintaining its readiness to serve the wireless market and a decision to exit certain non-strategic business areas, the Company expects to report a net loss for the first quarter of fiscal 1997. As demand returns and increases, the Company anticipates improved results for the remainder of fiscal 1997.

Results Of Operations

Sales for fiscal 1996 increased 23.8% to $96.9 million as compared to sales of $78.3 million in fiscal 1995 and $70.1 million for fiscal 1994. The increases in fiscal 1996 and 1995 sales were attributable to increased unit volume in the Company's GaAs MMIC, ceramic and discrete semiconductor product lines primarily into the commercial wireless markets. These unit volume increases were partially offset by a decline in average selling prices because of the Company's shift to high volume business in the commercial sector. As the Company continues to gain strength in the commercial wireless markets, direct sales to the United States Defense Department continue to decline, with 24% of fiscal 1996 sales related to military subcontracts for ultimate sale to the Defense Department or foreign governments, compared with 29% in fiscal 1995, and 40% in fiscal 1994. The decrease in defense related business for fiscal 1996 and 1995 was attributable to the decline in traditional military products and reduced funding for certain weapons systems.

Gross profit increased 29.4% in fiscal 1996 to $30.9 million, or 31.9% of sales, as compared to $23.9 million, or 30.5% of sales in fiscal 1995 and $14.8 million or 21.0% of sales in fiscal 1994. The improvement in gross profit for fiscal 1996 and 1995 was the result of (a) increased sales volumes (b) higher capacity utilization at the Company's Woburn, Massachusetts manufacturing facility and (c) greater efficiencies due to the consolidation of facilities that took place in fiscal 1994 when the Company moved several product lines to its Woburn, Massachusetts plant. The Company recorded lower margins in the fourth quarter of fiscal 1996 as a result of flattening sales and rising costs due to added manufacturing capacity. In anticipation of the demand for wireless communication products increasing over the second half of fiscal 1997, the Company has decided to maintain its current levels of manufacturing capacity for MMICs, discrete semiconductors and ceramic products which will result in lower gross margins in the first quarter of fiscal 1997, but with steady improvement expected as the volumes increase with higher demand.

Research and development expenses increased 120.2% in fiscal 1996 to $9.1 million, or 9.4% of sales, from $4.2 million, or 5.3% of sales in fiscal 1995. Research and development expenses increased 21.1% in fiscal 1995 from $3.4 million or 4.9% of sales in fiscal 1994. These increases in research and development reflect the continued investment by the Company in the GaAs MMIC and ceramic product lines. The Company will continue to invest in product and process development in order to address the demands of its targeted wireless markets. Customer sponsored R&D decreased $3.4 million in fiscal 1996, $1.9 million in fiscal 1995 and $1.5 million in fiscal 1994. As customer sponsored R&D continues to decrease, the Company sponsored R&D will continue to increase since the Company is strongly committed to developing new wireless communications products. However, whenever possible the Company will try to fund its R&D through collaborative developmental contracts.

Selling and administrative expenses increased to $17.2 million, or 17.8% of sales, in fiscal 1996. Whereas selling and administrative expenses decreased to $15.7 million, or 20.1% of sales, in fiscal 1995 from $16.3 million, or 23.2% of sales in fiscal 1994. The increase in selling and administrative expenses for fiscal 1996 is primarily a result of training and other costs related to the early phases of implementation of a new manufacturing and management information system, as well as increased commissions related to higher sales volume. The decrease in selling and administrative expenses for fiscal 1995 was primarily attributable to a reduction in administrative personnel completed during the fourth quarter of fiscal 1994, as a result of the consolidation of the Company's operations in Methuen, Massachusetts into its operations in Woburn, Massachusetts.

Interest expense remained relatively constant for fiscal 1996 and 1995. In fiscal 1995 interest expense decreased $40 thousand from fiscal 1994 since certain financing costs associated with the Methuen facility were charged to the repositioning cost in the fourth quarter of fiscal 1994.

Interest income increased $315 thousand largely due to interest earned on funds received from a stock offering that was completed during the third quarter of fiscal 1996. The Company successfully completed a secondary public offering which raised $25.3 million, net of expenses, on the sale of 1,840,000 shares of common stock. The proceeds are being used to fund further capital expansion, to retire certain bank debt, for working capital, potential acquisitions and general corporate purposes. Interest income remained constant for fiscal 1995 and 1994. Other expense and income increased by $43 thousand in fiscal 1996 compared with fiscal 1995 and decreased $82 thousand in fiscal 1995 in relation to fiscal 1994. These fluctuations are due to currency gains and losses.

The Company's effective tax rate for fiscal 1996 was 15% compared to the current combined federal, state and foreign rate of approximately 40%. This rate differed from statutory rates primarily as a result of the utilization of net operating loss carryforwards. At March 31, 1996, the Company had available net operating loss carryforwards of approximately $25 million which will expire commencing in 2004.

Net income for fiscal 1996 was $3.8 million or $0.43 per share versus $2.8 million or $0.36 per share for fiscal 1995 and a net loss of $11.5 million or $1.53 per share for fiscal 1994. The first quarter of fiscal 1996 included a repositioning credit of $320 thousand or $0.03 per share which resulted from the reversal of certain accruals for estimated carrying costs as a result of an earlier than expected disposition of the Methuen, Massachusetts facility. Per share data reflects the stock offering completed in the third quarter of fiscal 1996.

The Company expects a loss of approximately $0.24 to $0.27 per share for the first quarter of fiscal 1997, as a result of: (i) lower shipments in the quarter, (ii) the decision to maintain production capacity, (iii) the decision to continue product development work, and (iv) the exiting of certain non-strategic areas. The Company has previously announced that it anticipates break-even to positive results in the second quarter of fiscal 1997, and if an anticipated resurgence of demand for the Company's products sold into the wireless communications industry leads to increased orders beginning in the second quarter of fiscal 1997, the Company expects to report improved operating results and a return to profitability in the second half of fiscal 1997.

Financial Position

At March 31, 1996, working capital totaled $32.6 million and included $15.5 million in cash, cash equivalents, and short-term investments, compared with $11.0 million of working capital at the end of fiscal 1995. Cash increased $7.8 million during fiscal 1996 mainly as a result of proceeds received from the secondary public offering. During fiscal 1996, the Company had $12.3 million of capital expenditures primarily for the expansion of its ceramic manufacturing facilities, further automation of its semiconductor wafer fab operations, and various information technology equipment. The Company remains strongly committed to adding the required capacity needed to service the wireless markets as the demand begins to return. In addition to the proceeds received from the offering, the Company also has two lines of credit available for a total of $12.5 million. The Company entered into a $7.5 million working capital line of credit agreement which expires on August 1, 1997, and a $5 million equipment line of credit which expires on July 31, 1996. At expiration both lines are expected to be renewed. At March 31, 1996 there was $1 million outstanding under the equipment line of credit.

In July 1995, the Company sold its Methuen, Massachusetts plant and received net proceeds of $2.5 million. In connection with the sale, using the net proceeds and $1 million borrowed under its line of credit, the Company retired $3.5 million of related debt.

With the funds raised from the secondary offering and the lines of credit available, the Company believes it has adequate funds to support its current operating needs. The Company will continue to evaluate other available financing such as low interest financing for the capital expansion of its ceramic manufacturing business and any other sources that may become available.

Other Matters

During the third quarter, the Company successfully completed a surveillance audit to renew its ISO 9001 certification of its Woburn, Massachusetts facility.

Inflation did not have a significant impact upon the results of operations of the Company during the three year period ended March 31, 1996.

In March 1995, the Financial Accounting Standards Board issued Statement No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of" (FAS 121), which becomes effective for fiscal years beginning after December 15, 1995. This standard establishes accounting standards for the impairment of long-lived assets, certain identifiable intangibles, and goodwill related to those assets to be held and used for long-lived assets and certain identifiable intangibles to be disposed of. The Company will adopt FAS 121 for fiscal 1997 and believes that adoption of this standard will not have a material impact on the financial condition or operating results of the Company.

In October 1995, the Financial Accounting Standards Board issued Statement No. 123, "Accounting for Stock-Based Compensation" (FAS 123), which becomes effective for fiscal years beginning after December 15, 1995. Under FAS 123, companies can elect to adopt the new accounting method, which accounts for stock- based compensation based on the fair value at the date of grant. Companies that choose not to adopt FAS 123 would continue to follow the provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees". In addition, those companies who choose not to adopt the new accounting method prescribed by FAS 123 would be required to provide proforma disclosures of net income and earnings per share, assuming FAS 123 had been adopted. The Company currently does not expect to adopt the new accounting method prescribed by FAS 123.

Forward-Looking Statements

Except for the historical information contained herein, the discussion in this Report contains certain forward-looking statements that involve risks and uncertainties, such as statements of the Company's plans, objectives, expectations and intentions. The cautionary statements made in this Report should be read as being applicable to all forward-looking statements wherever they appear in this Report. The Company's actual results could differ materially from those discussed herein. Factors that could cause or contribute to such differences are discussed below.

Current Market Softness

As the Company has previously announced, overall softness in the North American cellular market and the delayed roll-out of the Personal Communications System (PCS), have significantly impacted the Company's orders and shipments. Although the Company believes that the market softness will abate, especially as orders for new PCS equipment increase, there can be no assurance as to when, if at all, these events will occur, how significant they will be to the industry and the Company in particular, and whether or not the Company will receive new orders in any such demand run-up that will be consistent with its past market share. Substantial delay in the new demand, or failure of the Company to receive the anticipated share of such new orders would have a material and adverse effect on the Company's business, financial condition and operating results.

Repositioning of Company's Business

The Company has in recent years worked to reposition its business, away from military sales and into commercial sales. Military sales have been declining, and the Company anticipates that revenues from military sales will continue to decline. There can be no assurance that the Company's effort to reposition itself as a supplier of advanced products to wireless communications markets will be successful. If revenues from commercial wireless customers do not grow, or grow less rapidly than expected, or if in the near term revenues from military sales decline more rapidly than expected, the Company's operating results could be materially and adversely affected.

Variability of Operating Results

The Company's quarterly and annual results have varied in the past and may vary significantly in the future due to a number of factors, including: cancellation or delay of customer orders; market acceptance of the Company's or its customers' products; variations in manufacturing yields; timing of announcement and introduction of new products by the Company and its competitors; changes in revenue and product mix; competition; changes in manufacturing capacity and variations in the utilization of this capacity; variations in average selling prices; variations in operating expenses; the long sales cycles associated with the Company's customer specific products; the timing and level of product and process development costs; cyclicality of the semiconductor and ceramic industries; the timing and level of nonrecurring engineering revenues and expenses relating to customer specific products; and changes in inventory levels. Any unfavorable changes in these or other factors could have a material adverse effect on the Company's operating results. The Company's expense levels are based, in part, on its expectations as to future revenue, and certain of these expenses, particularly those relating to the Company's capital equipment and manufacturing overhead, are relatively fixed in nature. For example, the Company is investing in GaAs, silicon and ceramic process development technology in anticipation of increased revenues from related markets. As a result of the relatively fixed nature of certain of the Company's expenses, operating results would be disproportionately and adversely affected by a reduction in revenue. The Company expects that its operating results will continue to fluctuate in the future as a result of these and other factors.

Customer Concentration

Historically, a significant portion of the Company's sales in each fiscal period has been concentrated among a limited number of customers. This trend is accelerating, and in recent periods sales to the Company's major customers as a percentage of total sales have increased. The Company does not generally enter into long-term contracts with its customers, and when it does, the contract is generally terminable for the convenience of the customer. If the Company were to lose one of these major customers, or if orders by a major customer otherwise were to decrease, or if major orders were to be cancelled or deferred, the Company's business, financial condition and operating results would be materially and adversely affected.

Product And Process Development And Technological Change

The wireless communications industry is characterized by frequent new product introductions, evolving industry standards and rapid changes in product and process technologies. The Company believes that its future success will depend upon its ability to continue to improve its product and process technologies and develop new technologies. The success of the Company's new products is dependent upon many factors, including factors that are outside the Company's control. These factors include: the Company's ability to anticipate market requirements in its product development efforts; market acceptance and continued commercial success of OEM products for which the Company's products have been designed; the ability to adapt to technological changes and to support established and emerging industry standards; successful and timely completion of product development and commercialization; achievement of acceptable wafer fabrication and ceramic process yields and manufacturing yields generally; and the ability to offer new products at competitive prices. No assurance can be given that the Company's product and process development efforts will be successful or that the Company's new products or those of its customers will achieve or sustain market acceptance. In addition, the wireless communications industry is characterized by end-user demands for increased functionality at ever lower prices.

To remain competitive, the Company must obtain yield and productivity improvements and cost reductions and must introduce new products which incorporate advanced features and which therefore can be sold at higher average selling prices. To the extent that such cost reductions and new product introductions do not occur in a timely manner or the Company's or its customers' products do not achieve market acceptance, the Company's operating results could be materially and adversely affected.

Manufacturing Risks

The manufacturing processes for the Company's products, in particular its GaAs MMICs, are highly complex and precise, requiring advanced and costly equipment, and are being modified continually in an effort to improve yields and product performance. The Company expects that its customers will continue to establish demanding specifications for quality, performance and reliability that must be met by the Company's products. The Company has limited experience in high volume manufacturing of certain GaAs MMICs and ceramic products for the high volume commercial applications on which its current product development, sales and marketing efforts are focused. The Company has encountered and may in the future encounter development and manufacturing delays, has from time to time failed and may in the future fail to meet its customers' contractual specifications, and one or more of its products have contained and may in the future contain undetected defects or failures when first introduced or after commencement of commercial shipments. If such delays, defects or failures occur, the Company could experience lost revenue, resulting from delays in or cancellations or rescheduling of orders or shipments, product returns or discounts, or could experience increased costs, including product or process redesign, warranty expense or costs associated with customer support, any of which could have a material adverse effect on the Company's operating results. There can be no assurance that the Company will not in the future experience significant product quality, performance or reliability problems.

Cyclicality of the Company's Markets

While the semiconductor and ceramic markets have in the past experienced overall growth, they have historically been characterized by wide fluctuations in product supply and demand. From time to time, these industries have also experienced significant downturns, often in connection with, or in anticipation of, maturing product cycles and declines in general economic conditions. These downturns have been characterized by diminished product demand, production overcapacity and subsequent accelerated price erosion, and in some cases have lasted for extended periods of time. The Company's business is currently, and may in the future be, materially and adversely affected by industry-wide fluctuations. The Company's continued success will depend in large part on the continued growth of the wireless communications industry. No assurance can be given that the Company will not be adversely affected in the future by cyclical conditions in the wireless communications industry.

Competition

Wireless communications markets are intensely competitive and are characterized by rapid technological change, rapid product obsolescence and price erosion. Currently, the Company competes primarily with manufacturers of high performance GaAs MMICs, discrete silicon semiconductors, ceramic filters and other ceramic products and microwave and millimeter wave components and subsystems. The Company expects increased competition both from existing competitors and others which may enter these markets, as well as potential future competition from companies which may offer new or emerging technologies, such as surface acoustic wave filters, silicon germanium and other silicon technologies. In addition, many of the Company's customers, particularly its largest customers, have or could acquire the capability to develop or manufacture products competitive with those that have been or maybe developed or manufactured by the Company. The Company's future operating results may depend in part upon the extent to which these customers elect to purchase from outside sources rather than develop and manufacture their own systems. A number of the Company's competitors have significantly greater financial, technical, manufacturing and marketing resources than the Company. The ability of the Company to compete successfully depends in part upon the ability of the Company to develop price competitive, high quality solutions for OEMs and the extent to which customers select the Company's products over competitors' products for their systems. There can be no assurance that the Company will be able to compete successfully in the future.

Item 8 Financial Statements And Supplementary Data
Index To Financial Statements

	Page
Consolidated Balance Sheets - March 31, 1996 and April 2, 1995	15
Consolidated Statements of Operations - Years ended March 31, 1996, April 2, 1995, and April 3, 1994	16
Consolidated Statements of Cash Flows - Years ended March 31, 1996, April 2, 1995, and April 3, 1994	17
Consolidated Statements of Stockholders' Equity - Years ended March 31, 1996, April 2, 1995, and April 3, 1994	18
Quarterly Financial Data (unaudited) - Fiscal 1996 and Fiscal 1995	19
Notes to Consolidated Financial Statements	20
Independent Auditors' Report	32

ALPHA INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In thousands except share and per share amounts)

	MARCH 31, 1996	APRIL 2, 1995
Assets		
Current assets		
Cash and cash equivalents (Note 5)	$11,326	$ 3,510
Short-term investments (Note 5)	4,143	-
Accounts receivable, trade, less allowance for doubtful accounts of $634 and $783 (Note 5)	17,688	13,548
Inventories (Notes 4 and 5)	12,015	9,370
Prepayments and other current assets	1,379	756
Total current assets	46,551	27,184
Property, plant and equipment (Note 5)		
Land	462	462
Building and improvements	22,788	22,148
Machinery and equipment	54,794	51,162
	78,044	73,772
Less-accumulated depreciation and amortization	49,908	53,283
	28,136	20,489
Other assets	736	594
Property held for resale (Note 6)	-	1,900
	$75,423	$50,167
Liabilities And Stockholders' Equity		
Current liabilities		
Notes payable, bank (Note 5)	$ -	$ 3,000
Current maturities of long-term debt (Note 5)	332	339
Current maturities of capital lease obligations (Note 5)	443	370
Accounts payable	7,075	5,206
Repositioning reserve (Note 6)	-	991
Accrued liabilities		
Payroll, commissions and related expenses	4,898	4,777
Other (Note 7)	1,156	1,518
Total current liabilities	13,904	16,201
Long-term debt (Note 5)	2,565	4,744
Long-term capital lease obligations (Note 5)	565	754
Other long-term liabilities	856	794
Commitments and contingencies (Note 11)		
Stockholders' equity		
Common stock par value $.25 per share: authorized 30,000,000 shares; issued 9,938,587 and 7,994,495 shares (Note 9)	2,484	1,999
Additional paid-in capital (Note 9)	53,468	27,921
Retained earnings (accumulated deficit) (Note 5)	2,056	(1,738)
	58,008	28,182
Less - Treasury shares 249,052 and 262,886 at cost	321	330
Unearned compensation-restricted stock (Note 9)	154	178
Total stockholders' equity	57,533	27,674
	$75,423	$50,167

The accompanying notes are an integral part of these financial statements.

ALPHA INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands except per share amounts)

	YEAR ENDED MARCH 31, 1996	APRIL 2, 1995	APRIL 3, 1994
Sales	$ 96,894	$ 78,254	$ 70,147
Cost of sales	65,986	54,376	55,395
Research and development expenses (Note 2)	9,148	4,154	3,429
Selling and administrative expenses	17,226	15,727	16,281
Repositioning (credit) expenses (Note 6)	(320)	-	5,639
	92,040	74,257	80,744
Operating income (loss)	4,854	3,997	(10,597)
Other income (expense)			
Interest expense	(743)	(728)	(768)
Interest income	372	57	64
Other (expense) income, net	(20)	23	105
	(391)	(648)	(599)
Income (loss) before income taxes	4,463	3,349	(11,196)
Provision for income taxes (Note 8)	669	502	270
Net income (loss)	$ 3,794	$ 2,847	$ (11,466)
Net income (loss) per share	$ .43	$ .36	$ (1.53)
Weighted average common shares and common share equivalents	8,755	7,882	7,502

The accompanying notes are an integral part of these financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	YEAR ENDED		
	MARCH 31, 1996	APRIL 2, 1995	APRIL 3, 1994
CASH PROVIDED BY OPERATIONS:			
Net income (loss)	$ 3,794	$ 2,847	$ (11,466)
Adjustments to reconcile net income (loss) to net cash provided by operations:			
Depreciation and amortization of property, plant, and equipment	4,628	4,106	4,521
Amortization of unearned compensation - restricted stock	61	64	44
Unearned compensation	-	-	(11)
(Gain) loss on sales and retirements of property, plant, and equipment	(9)	26	-
(Gain) loss on property, plant and equipment due to repositioning	(320)	-	2,479
Increase in other assets	(395)	(536)	(69)
Increase (decrease) in other liabilities and long-term benefits	62	399	(70)
Issuance of treasury stock to ESOP	220	12	-
Change in assets and liabilities			
Accounts receivable	(4,140)	(305)	706
Inventories	(2,645)	(1,757)	2,331
Prepayments and other current assets	(623)	(266)	482
Accounts payable	1,869	141	912
Accrued liabilities	(241)	1,237	(349)
Repositioning reserve	(991)	(967)	1,958
Net cash provided by operations	1,270	5,001	1,468
CASH USED IN INVESTMENTS:			
Additions to property, plant and equipment excluding capital leases	(11,972)	(4,971)	(2,630)
Purchases of short-term investments	(12,113)	-	-
Maturities of short-term investments	7,970	-	-
Proceeds from sale of property, plant and equipment	31	68	33
Proceeds from sale of property held for resale	2,465	-	-
Net cash used in investments	(13,619)	(4,903)	(2,597)
CASH PROVIDED BY (USED IN) FINANCING:			
Proceeds from notes payable	621	1,983	131
Payments on notes payable	(5,807)	(330)	(623)
Payments on capital lease obligations	(441)	(416)	(311)
Deferred charges related to long-term debt	8	(6)	68
Exercise of stock options	392	391	45
Proceeds from sale of stock	25,392	99	84
Net cash provided by (used in) financing	20,165	1,721	(606)
Net increase (decrease) in cash and cash equivalents	7,816	1,819	(1,735)
Cash and cash equivalents, beginning of year	3,510	1,691	3,426
Cash and cash equivalents, end of year	$ 11,326	$ 3,510	$ 1,691

Supplemental disclosures:

Capital lease obligations of $325 thousand, $277 thousand, and $309 thousand were incurred during the years ended March 31, 1996, April 2, 1995, and April 3, 1994, respectively, when the Company entered into leases for new equipment.

The accompanying notes are an integral part of these financial statements.

ALPHA INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	COMMON STOCK SHARES	COMMON STOCK PAR VALUE	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS (ACCUMULATED) (DEFICIT)	TREASURY STOCK	UNEARNED COMPENSATION RESTRICTED STOCK
Balance March 28, 1993	7,736	$ 1,934	$27,193	$ 6,881	$ (310)	$ (133)
Net loss	-	-	-	(11,466)	-	-
Employee Stock Purchase Plan	29	7	77	-	-	-
Issuance of restricted shares ...	5	1	15	-	-	(16)
Amortization of unearned compensation restricted stock ..	-	-	-	-	-	44
Repurchase 8,333 shares of restricted stock	-	-	-	-	(21)	10
Exercise of stock options	17	5	40	-	-	-
Balance April 3, 1994	7,787	1,947	27,325	(4,585)	(331)	(95)
Net income	-	-	-	2,847	-	-
Employee Stock Purchase Plan	29	7	92	-	-	-
Issuance of restricted stock	31	8	139	-	-	(147)
Amortization of unearned compensation restricted stock ..	-	-	-	-	-	64
Issuance 1,110 treasury shares to ESOP	-	-	11	-	1	-
Exercise of stock options	147	37	354	-	-	-
Balance April 2, 1995	7,994	1,999	27,921	(1,738)	(330)	(178)
Net income	-	-	-	3,794	-	-
Stock offering net of expenses	1,840	460	24,802	-	-	-
Employee Stock Purchase Plan	17	4	126	-	-	-
Issuance of restricted stock	9	2	49	-	-	(51)
Amortization of unearned compensation restricted stock	-	-	-	-	-	61
Issuance 18,334 treasury shares to ESOP	-	-	197	-	23	-
Repurchase 4,500 shares of restricted stock	-	-	-	-	(14)	14
Exercise of stock options	79	19	373	-	-	-
Balance March 31, 1996	9,939	$ 2,484	$53,468	$ 2,056	$ (321)	$ (154)

The accompanying notes are an integral part of these financial statements.

QUARTERLY FINANCIAL DATA
(unaudited)
(In thousands except per share data)

	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER	YEAR
FISCAL 1996					
Sales	$ 22,434	$ 23,733	$ 25,237	$ 25,490	$ 96,894
Gross profit	7,382	7,897	8,553	7,076	30,908
Net income	1,114	1,081	1,437	162	3,794
Per share data					
Net income(1)	.14	.13	.16	.02	.43
Market price range:					
High	15-1/4	19-5/8	17-7/8	13-7/8	19-5/8
Low	10-5/8	14-1/8	10-1/2	7	7
FISCAL 1995					
Sales	$ 18,675	$ 18,253	$ 19,359	$ 21,967	$ 78,254
Gross profit	5,618	5,397	5,865	6,998	23,878
Net income	603	659	774	811	2,847
Per share data					
Net income	.08	.08	.10	.10	.36
Market price range:					
High	4-1/2	6-7/8	7-3/8	11-5/8	11-5/8
Low	3	3-7/8	5-1/4	6-3/8	3

The Company's common stock is traded on the American Stock Exchange, symbol AHA. The number of stockholders of record as of May 31, 1996 was approximately 1,100.

(1) Earnings per share calculations for each of the quarters are based on the weighted average number of shares outstanding and included common stock equivalents in each period. Therefore, the sum of the quarters do not necessarily equal the full year earnings per share.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation:

The financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The Company's fiscal year ends on the Sunday closest to March 31, there were 52 weeks in fiscal 1996 and 1995, and 53 weeks in fiscal 1994.

Use of Estimates:

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses. Actual results could differ from those estimates.

Revenue Recognition:

Revenue is recognized when a product is shipped and services are performed. Contract revenue is recognized on the percentage-of-completion method, which is primarily measured on the ratio of units shipped to the total contract number of units. Provisions for estimated losses, if any, on uncompleted contracts are made in the period in which such losses are determined.

Foreign Currency Translation:

The accounts of foreign subsidiaries are translated in accordance with the Financial Accounting Standards Board Statement No. 52. Foreign operations are remeasured as if the functional currency were the U.S. dollar. Monetary assets and liabilities are translated at the year end rates of exchange. Revenues and expenses (except cost of sales and depreciation) are translated at the average rate for the period. Non-monetary assets, equity, cost of sales and depreciation are remeasured at historical rates. Remeasurement gains and losses are reflected currently in operations and are not material.

Research and Development Expenditures:

Research and development expenditures are charged to income as incurred unless they are reimbursed under specific contracts. Losses incurred on the equity basis in the Company's two joint ventures are included in research and development.

Cash, Cash Equivalents and Short-term Investments:

Cash and cash equivalents include cash deposited in demand deposits at banks and highly liquid investments with original maturities of 90 days or less.

During fiscal year 1996, the Company adopted Statement of Financial Accounting Standard No. 115, "Accounting for Certain Investments in Debt and Equity Securities." Accordingly, the Company's short-term investments are classified as held-to-maturity. These investments consist primarily of commercial paper and bonds with original maturities of more than 90 days. Such short-term investments are carried at amortized cost, which approximates fair value, due to the short period of time to maturity. Gains and losses are included in investment income in the period they are realized.

Inventories:

Inventories are stated at the lower of cost, determined on a first-in, first-out basis, or market.

Property, Plant and Equipment:

Property, plant and equipment are carried at cost. Depreciation is provided on the straight-line method for financial reporting and accelerated methods for tax purposes.

Estimated useful lives used for depreciation purposes are 5 to 30 years for buildings and improvements and 3 to 10 years for machinery and equipment.

During fiscal 1996, the Company removed $7.7 million of fully depreciated fixed assets from the related property and accumulated depreciation accounts.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments:

Financial instruments of the Company consist of cash, cash equivalents, accounts receivable, accounts payable and accrued liabilities. The carrying value of these financial instruments approximates their fair value because of the short maturity of these instruments. Based upon borrowing rates currently available to the Company for issuance of similar debt with similar terms and remaining maturities, the estimated fair value of long-term debt approximates their carrying amounts.

Income Taxes:

The Company uses the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. This method also requires the recognition of future tax benefits such as net operating loss carryforwards, to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Net Income Per Share:

In fiscal 1996, 1995, and 1994, the computation of both primary and fully diluted earnings per share was based on the weighted average number of outstanding common shares, however, fiscal 1996 and 1995 included common stock equivalents. Fiscal 1994 common stock equivalents did not significantly affect the per share amount and, accordingly, were not included in the computation. The inclusion of additional shares assuming the exercise of stock options would have been insignificant or antidilutive. In fiscal 1996 and 1995 the computation was based on the weighted average shares of common stock outstanding plus common equivalent shares arising from the effect of dilutive stock options and warrants, using the treasury stock method. The weighted average number of shares of common stock and common equivalent shares outstanding, if applicable, for the calculation of primary earnings per share was 8,755,000 in fiscal 1996, 7,882,000 in fiscal 1995, and 7,502,000 in fiscal 1994.

NOTE 2 JOINT VENTURES

In fiscal 1984, the Company and Aerojet ElectroSystems Company formed a joint venture, and in fiscal 1987 the Company entered into a similar arrangement with Martin Marietta Corporation. These ventures were formed for the purpose of developing and producing certain millimeter wave monolithic integrated circuits. Each joint venture may be terminated by either party at any time.

The Company's joint ventures with Aerojet ElectroSystems Company and Martin Marietta Corporation were created to share research and development expenses in order to develop technology for millimeter wave monolithic integrated circuits. In the case of the Aerojet/Alpha venture, this partnership has been dormant since 1987. The partnership has no remaining assets or liabilities. As for the Martin/Alpha venture, the only assets or liabilities that exist are the original capitalization of $5,000 and the amounts due to/due from the partners. The technical goals established by this partnership were completed and this partnership ceased activity during fiscal 1996. The Company's share of the joint venture's research and development expenses are recorded in the Company's consolidated statements of operations. The Company has no investment recorded on its consolidated balance sheets for either joint venture.

The Company's share of losses incurred by the joint ventures is recorded on the equity basis and included in research and development expenses. The losses were approximately $167,000, $895,000, and $856,000 in fiscal 1996, 1995, and 1994, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 3 COMPANY OPERATIONS

The Company operates in one industry segment: the development, production and sale of microwave materials, devices and components. Sales include export sales primarily to Europe and Southeast Asia of $23,633,000, $16,855,000, and $16,471,000, in fiscal 1996, 1995, and 1994, respectively.

During fiscal year 1996 and 1995 no one customer accounted for 10% or more of the Company's total sales, whereas during fiscal 1994, one customer accounted for 15% of the Company's total sales. The Company is focused on four major OEMs and six other customers that the Company believes are principal suppliers to these OEMs in the wireless communications market. For fiscal 1996 sales to the four major OEMs and their suppliers represented approximately 29% of the Company's sales. In fiscal 1995 and 1994 sales to these OEMs and their suppliers represented approximately 17% and 10% of the Company's sales, respectively. While the Company believes that these emerging wireless markets afford great opportunities, such customer concentration could have an adverse affect on the business.

During fiscal 1996, the Company operated sales subsidiaries in the United Kingdom and Germany, and a ceramic manufacturing operation in France. The Company closed its sales subsidiary in Germany during fiscal 1996 and replaced it with an independent sales representative and distributor. The following table shows certain financial information relating to the Company's operations in various geographic areas (in thousands):

	1996	1995	1994
Sales			
United States			
Customers	$ 83,078	$ 67,495	$ 61,963
Intercompany	8,526	6,665	5,753
Europe			
Customers	13,816	10,759	8,184
Eliminations	(8,526)	(6,665)	(5,753)
Net Sales	96,894	78,254	70,147
Income (loss) before taxes			
United States	3,553	2,723	(11,767)
Europe	910	626	571
Income (loss) before taxes	4,463	3,349	(11,196)
Assets			
United States	69,201	44,896	40,454
Europe	6,222	5,271	3,976
Total Assets	$ 75,423	$ 50,167	$ 44,430

Transfers between geographic areas are made at terms that allow for a reasonable profit to the seller.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 4 INVENTORIES

Inventories consisted of the following (in thousands):	MARCH 31, 1996	APRIL 2, 1995
Raw materials	$ 4,878	$ 3,186
Work-in-process	5,830	4,950
Finished goods	1,307	1,234
	$ 12,015	$ 9,370

Work-in-process inventory has been reduced by allowances for estimated losses to be sustained on completion of certain contracts. These allowances totaled $24,000 and $117,000 in fiscal 1996 and 1995, respectively.

NOTE 5 BORROWING ARRANGEMENTS AND COMMITMENTS

LINE OF CREDIT

In September 1995, the Company entered into a $7.5 million Working Capital Line of Credit Agreement which expires on August 1, 1997 and a $5.0 million Equipment Line of Credit Agreement which expires on July 31, 1996. These lines of credit are collateralized by the assets of the Company, excluding real property, not otherwise collateralized. Interest payments are due monthly at prime or LIBOR plus 2%. Commitment fees on these lines of credit agreements are $25,000 for the Equipment Line of Credit and 1/2% per year on the Working Capital Line of Credit which are to be paid quarterly. At March 31, 1996 there was $1.0 million outstanding under the equipment line of credit. At April 2, 1995 there was $3.0 million borrowed under a previous line of credit which expired in September 1995.

LONG-TERM DEBT

Long-term debt consisted of the following (in thousands):	MARCH 31, 1996	APRIL 2, 1995
Equipment Line of Credit (a)	$ 1,011	$ -
9-1/2% Mortgage Note Payable (b)	40	80
Industrial Revenue Bonds (c)	667	3,878
UDAG Loan (d)	-	438
French Government Sponsored and Start-up Loans (e)	251	323
CDBG Grant (f)	928	364
	2,897	5,083
Less - current maturities	332	339
	$ 2,565	$ 4,744

a. The equipment line of credit is at LIBOR (5.4375% at March 31, 1996) plus 2% and is due in full on August 1, 1999. This line of credit is collateralized by the assets of the Company, excluding real property, not otherwise collateralized.

b. The mortgage note payable is collateralized by land and buildings having a net book value of $5,319,000 at March 31, 1996. Principal installments of $3,333, plus interest, are due monthly until March 1997.

c. In July 1995, the Company sold its Methuen, Massachusetts plant and retired a $3.1 million industrial revenue bond.

   Another industrial revenue bond is held by the Farmers and Mechanics National Bank. The interest rate on this bond is prime and quarterly principal payments of $27,777 are due until March 2002. The bond is secured by various property, plant and equipment with a net book value of $2,652,000 at March 31, 1996.

NOTE 5 BORROWING ARRANGEMENTS AND COMMITMENTS (CONTINUED)

d. The City of Lawrence, Massachusetts loaned the Company $989,000 in proceeds it acquired from an Urban Development Action Grant (UDAG). Monthly payments of $10,491 representing principal and interest at 5% on the unamortized balance were required until January 1999. This debt was repaid when the Methuen, Massachusetts plant was sold in July 1995.

e. The Company has three unsecured government sponsored and start-up business loans. The first loan has an interest rate of 8.75% and requires annual payments of $36,000 beginning December 1994 through December 1998. The second loan has an interest rate of 5% and from February 1995 through February 2000 quarterly principal and interest payments of $8,300 are due. The third loan has an interest rate of 9.0% and requires principal and interest payments of $3,500 through January 1998.

f. The Company obtained a ten year $960,000 loan from the State of Maryland under the Community Development Block Grant program. Quarterly payments are due through December 2003 and represent principal plus interest at 5% of the unamortized balance.

Aggregate annual maturities of long-term debt are as follows (in thousands):

FISCAL YEAR	
1998	$ 290
1999	288
2000	1,271
2001	234
Thereafter	482
	$ 2,565

CAPITAL LEASE OBLIGATIONS

At March 31, 1996 included in property, plant and equipment are the following capitalized leases (in thousands):

Property, plant and equipment	$ 2,154
Accumulated depreciation and amortization	1,127
	$ 1,027

Future minimum lease payments under the capitalized lease obligations at March 31, 1996 were as follows (in thousands):

FISCAL YEAR	
1997	$ 483
1998	261
1999	53
2000	44
2001	44
Thereafter	366
Total minimum lease payments	1,251
Less: Amount representing interest	243
Present value of net minimum lease payments	1,008
Less: Current maturities	443
Long-term maturities	$ 565

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5 BORROWING ARRANGEMENTS AND COMMITMENTS (CONTINUED)

Cash payments for interest were $906,000, $635,000, and $740,000 in fiscal 1996, 1995, and 1994, respectively.

The bonds and line of credit include various covenants that require maintenance of certain financial ratios and balances and restrict creation of funded debt and payment of dividends. Under the most restrictive covenants the Company may not pay dividends except restricted payments in an amount not to exceed $100,000 in connection with the redemption of certain common stock repurchase rights.

NOTE 6 REPOSITIONING CHARGES

On January 25, 1994, the Company announced the transfer of certain component product lines manufacturing from a facility in Methuen, Massachusetts to the Company's headquarters facility in Woburn, Massachusetts. These component product lines were used principally by military customers. Faced with a continued decline in defense business, the Company determined the need for further consolidations to reduce operating costs and enhance its competitive position in commercial electronics markets, principally wireless communications. In the fourth quarter of fiscal year 1994, the Company recorded a repositioning charge of $5.6 million which included charges for employee severance costs of $2.2 million, the write-down of $2.6 million to reduce the carrying value of the Methuen, Massachusetts plant to its estimated net realizable value and costs related to the consolidation of the facilities of $800 thousand. During fiscal 1996, 1995 and 1994 the Company paid severance costs of $531 thousand, $600 thousand and $500 thousand, and consolidation costs of $324 thousand, $300 thousand and $600 thousand, respectively. The $2.6 million write-down of the Methuen plant included $1.2 million for carrying and selling costs through the expected date of disposal. The Methuen plant was carried at $1.9 million at April 2, 1995. During fiscal 1996 and 1995, the Company paid $193 thousand and $500 thousand, respectively, in carrying costs related to the Methuen plant.

In July 1995, the Company sold its Methuen, Massachusetts plant. The Company received the proceeds of $2.5 million and retired $3.5 million of related debt. In order to repay the balance of the debt, the Company borrowed approximately $1.0 million under its line of credit agreement. During the first quarter of fiscal 1996, the Company recorded a $320 thousand repositioning credit, attributable to the reversal of certain accruals for estimated carrying costs, as a result of an earlier than expected disposition of this property. As of March 31, 1996 the remaining $136 thousand of repositioning reserve (reclassed to other accruals) is sufficient to cover the remaining severance payments.

NOTE 7 OTHER CURRENT LIABILITIES

Other current liabilities consisted of the following (in thousands):

	MARCH 31, 1996	APRIL 2, 1995
Income taxes	$ 489	$ 411
Professional services	201	172
Interest	18	171
Miscellaneous	448	764
	$ 1,156	$ 1,518

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 8 INCOME TAXES

Income (loss) before income taxes consisted of (in thousands):

	1996	1995	1994
Domestic	$ 3,553	$ 2,723	$(11,767)
Foreign	910	626	571
	$ 4,463	$ 3,349	$(11,196)

The provision for income taxes consisted of (in thousands):

	1996	1995	1994
Current income taxes			
Federal	$ 69	$ 75	$ -
State	108	217	126
Foreign	492	210	144
	$ 669	$ 502	$ 270

The provision for income taxes is different from that which would be obtained by applying the statutory Federal income tax rate to income (loss) before income taxes. The items causing this difference are as follows (in thousands):

	1996	1995	1994
Tax expense (benefit) at U.S. statutory rate	$ 1,517	$ 1,139	$ (3,807)
State income taxes, net of Federal benefit	71	143	83
Operating loss not currently benefited	-	-	4,044
Change in valuation allowance	(882)	(763)	-
Other net	(37)	(17)	(50)
	$ 669	$ 502	$ 270

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 8 INCOME TAXES (CONTINUED)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at March 31, 1996 and April 2, 1995 are as follows (in thousands):

	1996	1995
Deferred tax assets:		
Accounts receivable due to bad debts	$ 234	$ 293
Inventories due to reserves and inventory capitalization	729	407
Accrued liabilities	575	1,475
Deferred compensation	177	243
Other	6	4
Net operating loss carryforward	9,275	9,374
Charitable contribution carryforward	32	33
Short-term capital loss carryforward	-	160
Minimum tax credits and state tax credit carryforwards	415	203
Total gross deferred tax assets	11,443	12,192
Less valuation allowance	(8,314)	(9,196)
Net deferred tax assets	3,129	2,996
Deferred tax liabilities:		
Property, plant and equipment due to depreciation	(3,129)	(2,989)
Other	-	(7)
Total gross deferred tax liability	(3,129)	(2,996)
Net deferred tax	$ -	$ -

The valuation allowance for deferred tax assets as of March 31, 1996 and April 2, 1995 was $8,314,000 and $9,196,000, respectively. The net change in the total valuation allowance for the years ended March 31, 1996 and April 2, 1995 was a decrease of $882,000 and $763,000, respectively.

Cash payments for income taxes were $241,000, $157,000, and $111,000 in fiscal 1996, 1995, and 1994, respectively. As of March 31, 1996, the Company has available for income tax purposes approximately $25,000,000 in federal net operating loss carryforwards which may be used to offset future taxable income. These loss carryforwards begin to expire in fiscal year 2004. The Company also has minimum tax credit carryforwards of approximately $15,000 which are available to reduce future federal regular income taxes, if any, over an indefinite period. In addition, the Company has state tax credit carryforwards of $400,000 of which $195,000 is available to reduce state income taxes over an indefinite period.

The Company has not recognized a deferred tax liability of approximately $930,000 for the undistributed earnings of its 100 percent owned foreign subsidiaries that arose in 1996 and prior years because the Company currently does not expect those unremitted earnings to reverse and become taxable to the Company in the foreseeable future. A deferred tax liability will be recognized when the Company expects that it will recover those undistributed earnings in a taxable manner, such as through receipt of dividends or sale of the investments. As of March 31, 1996, the undistributed earnings of these subsidiaries were approximately $2.7 million.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 9 COMMON STOCK

LONG-TERM INCENTIVE PLAN

The Company has a Long-Term Incentive Plan adopted in 1986 pursuant to which stock options, with or without stock appreciation rights, may be granted and restricted stock awards and book value awards may be made.

Common Stock Options

These options may be granted in the form of incentive stock options or non-qualified stock options. The option price may vary at the discretion of the Compensation Committee but shall not be less than the greater of fair market value or par value. The option term may not exceed ten years. The options may be exercised in cumulative annual increments commencing one year after the date of grant.

Restricted Stock Awards

For fiscal 1996, 1995, and 1994, respectively, a total of 8,500, 31,000, and 5,000 restricted shares of the Company's common stock were granted to certain employees.

The market value of shares awarded were $51,000, $147,000, and $16,000 for fiscal 1996, 1995, and 1994, respectively. These amounts were recorded as unearned compensation - restricted stock and are shown as a separate component of stockholders' equity. Unearned compensation is being amortized to expense over the five year vesting period and amounted to $61,000, $64,000 and $44,000 in fiscal 1996, 1995, and 1994, respectively.

LONG-TERM COMPENSATION PLAN

On October 1, 1990, the Company adopted a Supplemental Executive Retirement Plan (SERP) for certain key executives. Benefits payable under this plan are based upon the participant's base pay at retirement reduced by proceeds from the exercise of certain stock options. Options vest over a five year period. Benefits earned under the SERP are fully vested at age 55, however, the full amount of accrued benefit will not usually begin until age 65. Compensation expense related to the plan was $62,000, $68,000, and $130,000 in fiscal 1996, 1995, and 1994, respectively. Total benefits accrued under these plans were $515,000 at March 31, 1996 and $453,000 at April 2, 1995.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 9 COMMON STOCK (CONTINUED)

A summary of stock option and restricted stock award transactions follows:

	NUMBER OF SHARES UNDER OPTIONS AND RESTRICTED STOCK AWARDS	OPTION PRICES PER SHARE
Balance, March 28, 1993	984,744	$ 2.375-$8.75
FISCAL YEAR 1994 TRANSACTIONS		
Granted	49,500	3.25-3.625
Exercised/vested	(33,554)	2.50-3.75
Cancelled	(30,126)	2.50-8.75
Balance, April 3, 1994	970,564	2.375-8.75
FISCAL YEAR 1995 TRANSACTIONS		
Granted	87,000	3.875-10.25
Exercised	(166,590)	2.50-4.625
Cancelled	(21,749)	2.50-10.25
Balance, April 2, 1995	869,225	2.375-10.25
FISCAL YEAR 1996 TRANSACTIONS		
Granted	115,500	10.00-12.75
Exercised	(101,096)	2.50-4.625
Cancelled	(44,242)	2.50-12.75
Balance, March 31, 1996	839,387	$ 2.375-$12.75

	NUMBER OF SHARES EXERCISABLE	NUMBER OF SHARES RESERVED FOR FUTURE GRANTS
March 31, 1996	469,259	214,373

STOCK PURCHASE WARRANTS

In April 1994, the Company amended its line of credit agreement and issued 50,000 stock purchase warrants to Silicon Valley Bank. The warrants are exercisable at $3.75 per share and expire on April 1, 1999.

STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS

On September 12, 1994, the shareholders approved a Non-Qualified Stock Option Plan for Non-Employee Directors. A total of 50,000 options may be granted under this plan. The option price is the greater of the fair market value of the shares of common stock at the time the option is granted or four dollars ($4.00). Options are exercisable 20% per year. During fiscal 1996, a new director was elected to the Board of Directors and 5,000 non-qualified stock options were issued at $17.875 per share. In fiscal 1995, each of the three directors received 5,000 non-qualified stock options issued at $5.875 per share.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 9 COMMON STOCK (CONTINUED)

STOCK PURCHASE PLAN

In December 1989, the Company adopted an employee stock purchase plan. The plan was amended in October 1992 to provide for six month offering periods. Under the plan, eligible employees may purchase common stock through payroll deductions of up to 10% of compensation. The price per share is the lower of 85% of the market price at the beginning or end of the offering period. The plan originally provided for purchases by employees of up to an aggregate of 300,000 shares through December 31, 1995. During fiscal 1996, the employee stock purchase plan was amended through December 31, 1998. Shares of 16,836, 28,875, and 29,313 were purchased under this plan in fiscal 1996, 1995, and 1994, respectively.

SHAREHOLDER RIGHTS PLAN

In November 1986, the Board of Directors of the Company declared a dividend distribution of one right for each outstanding share of common stock. Each right entitles the registered holder to purchase from the Company one common share at an exercise price of $30 per share. A right will also be issued with each common share that is issued prior to the time the rights become exercisable or expire.

The rights are not exercisable until after a person or group acquires 10% or more of the Company's common stock or announces a tender offer for 10% or more of the common stock except with respect to persons who already hold 10% in which case the threshold is any additional shares. In such events, each holder shall be entitled to purchase that number of shares of the Company's common stock having a market value equal to two times the $30 per share exercise price. In lieu of such right, the Board of Directors may issue one share of common stock for each right held by everyone except the acquiring person or group. In the event that the Company is acquired in a merger or other business combination transaction or more than 50% of its assets or earning power are sold, each holder shall thereafter have the right to receive, upon exercise of each right, that number of shares of common stock of the acquiring company which at the time of such transaction would have a market value of two times the $30 per share exercise price.

The Company is entitled to redeem the rights at five cents per right at any time before the rights are exercisable. The rights will expire on December 5, 1996 unless earlier redeemed by the Company.

NOTE 10 EMPLOYMENT BENEFIT PLAN

On March 31, 1995, the Company merged its Employee Stock Ownership Plan into the Alpha Industries, Inc. Saving and Retirement Plan also known as the 401(k) plan. All of the Company's employees who are at least 21 years old and have completed six months of service (1,000 hours in a 12 month period) with the Company are eligible to receive a Company contribution. Company contributions are determined by the Company and may be in the form of cash or the Company's stock. Beginning January 1, 1996, the Company will contribute a match of 100% of the first 1% and a 50% match on the next 4% of an employee's salary for employees with 5 years or less of service. For employees with more than 5 years of service the Company will contribute a 100% match on the first 1% and a 75% match on the next 5% of an employee's salary. During fiscal 1996, the Company contributed $101,000 for the first three quarters and accrued a contribution of $208,000 for the fourth quarter of fiscal 1996 that is expected to be distributed in fiscal 1997 in the form of the Company's stock.

Under the previous 401(k) plan all of the Company's employees who were at least 21 years old and had completed one year of service (1,000 hours in a 12 month period) with the Company were eligible to receive a Company matching contribution. The Company contributed $.50 for each $1.00 contributed by employees, up to a maximum Company matching contribution of $500 per employee for fiscal 1995 and 1994. For fiscal years 1995 and 1994, the Company contributed $232,000 and $281,000, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 10 EMPLOYMENT BENEFIT PLAN (CONTINUED)

Under the previous Employee Stock Ownership Plan contributions were determined by the Board of Directors and contributed to a trust created to acquire shares of the Company's common stock and other assets for the exclusive benefit of the participants. The Company accrued a contribution of $226,000 for fiscal 1995 that was distributed during fiscal 1996. No contribution was made for fiscal 1994.

NOTE 11 COMMITMENTS AND CONTINGENCIES

The Company has various operating leases for manufacturing and engineering equipment and buildings. Rent expense amounted to $1,626,000, $1,255,000, and $1,418,000 in fiscal 1996, 1995, and 1994, respectively. Purchase options may be exercised at various times for some of these leases. Future minimum payments under these leases is as follows (in thousands):

FISCAL YEAR	
1997	$ 1,265
1998	1,009
1999	332
2000	60
2001	58
Thereafter	407
	$ 3,131

The Company has been notified by federal and state environmental agencies of its potential liability with respect to the following two sites: the Spectron, Inc. Superfund site in Elkton, Maryland and the Seaboard Chemical Corporation site in Jamestown, North Carolina. In each case several hundred other companies have also been notified about their potential liability regarding these sites. The Company continues to deny that it has any responsibility with respect to these sites other than as a _de minimis_ party. Management is of the opinion that the outcome of the aforementioned environmental matters will not have a material effect on the Company's operations or financial position.

The Company is party to suits and claims arising in the normal course of business. Management believes these are adequately provided for or will result in no significant additional liability to the Company.

NOTE 12 RELATED PARTY TRANSACTIONS

The Company has had transactions in the normal course of business with various other corporations, that are either major stockholders or whose director is also a director of the Company. Scientific Components Corporation, currently a beneficial owner of the Company's Common Stock purchased approximately $4.3 million, $1.9 million and $447 thousand of products during fiscal 1996, 1995 and 1994, respectively. In addition, a director of the Company is also a director of Scientific Atlanta, Inc. During fiscal 1996, 1995 and 1994, Scientific Atlanta, Inc. purchased approximately $1.2 million, $766 thousand, $326 thousand of product, respectively.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Alpha Industries, Inc.:

We have audited the consolidated financial statements of Alpha Industries, Inc. and subsidiaries as listed in the accompanying index under Item 8. In connection with our audits of the consolidated financial statements, we have also audited the financial statement schedule as listed in the accompanying index under Item 14. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Alpha Industries, Inc. and subsidiaries at March 31, 1996 and April 2, 1995, and the results of their operations and their cash flows for each of the years in the three-year period ended March 31, 1996 in conformity with generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

KPMG Peat Marwick LLP

Boston, Massachusetts
May 10, 1996

ITEM 9 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

PART III

ITEM 10 DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

See the section entitled "Election of Directors" appearing in the Company's Proxy Statement for the Annual Meeting of Stockholders to be held on September 9, 1996, to be filed within 120 days of the end of the Company's fiscal year, which section is incorporated herein by reference, and the section entitled "Executive Officers" under Item 1 of this Annual Report on Form 10-K.

ITEM 11 EXECUTIVE COMPENSATION

See the section entitled "Executive Compensation" appearing in the Company's Proxy Statement for the Annual Meeting of Stockholders to be held on September 9, 1996, which section is incorporated herein by reference.

ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

See the section entitled "Securities Beneficially Owned by Certain Persons" appearing in the Company's Proxy Statement for the Annual Meeting of Stockholders to be held on September 9, 1996, which section is incorporated herein by reference.

ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

See the section entitled "Certain Relationships and Related Transactions" appearing in the Company's Proxy Statement for the Annual Meeting of Stockholders to be held on September 9, 1996, which section is incorporated herein by reference.

PART IV

ITEM 14 EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) 1. Index to Financial Statements

The financial statements filed as part of this report are listed on the index appearing on page 14.

2. Index to Financial Statement Schedules

The following financial statement schedule is filed as part of this report (page references are to this report):

Schedule II Valuation and Qualifying Accounts (page 38)

Other schedules are omitted because of the absence of conditions under which they are required or because the required information is presented in the financial statements or notes thereto.

3. Exhibits

(3) Certificate of Incorporation and By-laws.

(a) Restated Certificate of Incorporation (Filed as Exhibit 3 (a) to Registration Statement on Form S-3 (Registration No. 33-63857))*.

(b) Amended and restated By-laws of the Corporation dated April 30, 1992 (Filed as Exhibit 3(b) to the Annual Report on Form 10-K for the year ended March 29, 1992)*.

(4) Instruments defining rights of security holders, including indentures.

(a) Specimen Certificate of Common Stock (Filed as Exhibit 4(a) to Registration Statement on Form S-3 (Registration No. 33-63857))*.

(b) Frederick County Industrial Development Revenue Bond, Deed of Trust, Loan Agreement and Guaranty and Indemnification Agreement dated June 17, 1982 (Filed as Exhibit 4(g) to the Registration Statement on Form S-8 filed July 29, 1982)*. Bond and Loan Document Modification Agreement dated December 9, 1993 (Filed as Exhibit 4(c) to the Quarterly Report on Form 10-Q for the quarter ended December 26, 1993)*.

(c) Amended and Restated Rights Agreement dated as of November 24, 1986, as amended and restated July 3, 1990 and as further amended September 9, 1990 and September 24, 1990, between Registrant and The First National Bank of Boston, as Rights Agent (The July 3, 1990 restatement and the September 9, 1990 and September 24, 1990 amendments were filed as Exhibit 4 to the Current Report on Form 8-K dated July 3, 1990 and Exhibits 4(a) and 4(b) to the Current Report on Form 8-K dated September 18, 1990, respectively)*.

(d) Loan and Security Agreement dated December 15, 1993 between Trans-Tech, Inc., and County Commissioners of Frederick County (Filed as Exhibit 4(h) to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994)*.

(e) Stock Purchase Warrant for 50,000 shares of the Registrant's Common Stock issued to Silicon Valley Bank as of April 1, 1994 (Filed as Exhibit 4(i) to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994)*.

(f) Credit Agreement dated September 29, 1995 between Alpha Industries, Inc., and Trans-Tech Inc. and Fleet Bank of Massachusetts, N.A. and Silicon Valley Bank. (Filed as Exhibit 4(j) to the Quarterly Report on Form 10-Q for the quarter ended October 1, 1995)* and amended and restated promissory notes dated as of October 31, 1995 (Filed as Exhibit 4(f) to the Quarterly Report on Form 10-Q for the quarter ended December 31, 1995)*.

(10) Material Contracts.

(a) Alpha Industries, Inc., 1986 Long-Term Incentive Plan as amended (Filed as Exhibit 10(a) to the Quarterly Report on Form 10-Q for the quarter ended October 2, 1994)*. (1)

(b) Alpha Industries, Inc., Employee Stock Purchase Plan as amended October 22, 1992 (Filed as Exhibit 10(b) to the Annual Report on Form 10-K for the fiscal year ended March 28, 1993)* and amended August 22, 1995. (1)

(c) SERP Trust Agreement between the Registrant and the First National Bank of Boston as Trustee dated April 8, 1991 (Filed as Exhibit 10(c) to the Annual Report on Form 10-K for the fiscal year ended March 31, 1991)*. (1)

(d) Digital Business Agreement between Digital Equipment Corporation and Registrant dated April 2, 1990. Master Lease Addendum (Ref. No. 6260) to Digital Business Agreement No. 3511900 between Digital Equipment Corporation and Registrant dated April 2, 1990 (Filed as Exhibit 10(g) to the Annual Report on Form 10-K for the fiscal year ended March 29, 1992)*.

(e) Alpha Industries, Inc., Long-Term Compensation Plan dated September 24, 1990 (Filed as Exhibit 10(i) to the Annual Report on Form 10-K for the fiscal year ended March 29, 1992)*; amended March 28, 1991 (Filed as Exhibit 10 (a) to the Quarterly Report on Form 10-Q for the quarter ended June 27, 1993)* and as further amended October 27, 1994 (Filed as Exhibit 10(f) to the Annual Report on Form 10-K for the fiscal year ended April 2, 1995)*. (1)

(f) Master Equipment Lease Agreement between AT&T Commercial Finance Corporation and the Registrant dated June 19, 1992 (Filed as Exhibit 10(j) to the Annual Report on Form 10-K for the fiscal year ended March 28, 1993)*.

(g) Employment Agreement dated October 1, 1990 between the Registrant and Martin J. Reid, as amended March 26, 1992 and amended January 19, 1993 (Filed as Exhibit 10(k) to the Annual Report on Form 10-K for the fiscal year ended March 28, 1993)* and amended August 10, 1993 (Filed as Exhibit 10(j) to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994)*. (1)

(h) Employment Agreement dated October 1, 1990 between the Registrant and George S. Kariotis, as amended May 15, 1991 and amended January 22, 1993 (Filed as Exhibit 10(l) to the Annual Report on Form 10-K for the fiscal year ended March 28, 1993)* and amended August 10, 1993 (Filed as Exhibit 10(k) to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994)*. (1)

(i) Employment Agreement dated October 1, 1990 between the Registrant and Patrick Daniel Gallagher, as amended March 24, 1992 and amended by Second Amendment dated September 29, 1992 and Third Amendment dated January 20, 1993 (Filed as Exhibit 10(m) to the Annual Report on Form 10-K for the fiscal year ended March 28, 1993)* and Fourth Amendment dated August 3, 1994 (Filed as Exhibit 10(l) to the Quarterly Report on Form 10-Q for the quarter ended October 2, 1994)*. (1)

(j) Employment Agreement dated April 28, 1994 between the Registrant and Joseph J. Alberici. (Filed as Exhibit 10(o) to the Annual Report on Form 10-K for the fiscal year ended April 3, 1994)*; and further amended August 3, 1994 (Filed as Exhibit 10(n) to the Quarterly Report on Form 10-Q for the quarter ended October 2, 1994)*. (1)

(k) Consulting Agreement dated August 13, 1992 between the Registrant and Sidney Topol. (Filed as Exhibit 10(p) to the Annual Report on Form 10-K for the fiscal year ended April 3, 1994)*. (1)

(l) Employment Agreement dated August 3, 1994 between the Registrant and Thomas C. Leonard (Filed as Exhibit 10(p) to the Quarterly Report on Form 10-Q for the quarter ended October 2, 1994)*. (1)

(m) Master Lease Agreement between Comdisco, Inc. and the Registrant dated September 16, 1994 (Filed as Exhibit 10(q) to the Quarterly Report on Form 10-Q for the quarter ended October 2, 1994)*.

(n) Alpha Industries, Inc., 1994 Non-Qualified Stock Option Plan for Non-Employee Directors (Filed as Exhibit 10(r) to the Quarterly Report on Form 10-Q for the quarter ended October 2, 1994)*. (1)

(o) Alpha Industries Executive Compensation Plan dated January 1, 1995 and Trust for the Alpha Industries Executive Compensation Plan dated January 3, 1995 (Filed as Exhibit 10(p) to the Annual Report on Form 10-K for the fiscal year ended April 2, 1995)*. (1)

(p) Letter of Employment dated January 24, 1995 between the Registrant and David J. Aldrich (Filed as Exhibit 10(q) to the Annual Report on Form 10-K for the fiscal year ended April 2, 1995)*. (1)

(q) Alpha Industries, Inc. Savings and Retirement Plan dated March 31, 1995 (Filed as Exhibit 10(r) to the Annual Report on Form 10-K for the fiscal year ended April 2, 1995)*. (1)

(11) Statement re computation of per share earnings.

(21) Subsidiaries of the Registrant

(23) Consent of Independent Auditors.

(27) Financial Data Schedule.

(b) Reports on Form 8-K

No reports on Form 8-K were filed with the Securities and Exchange Commission during the fiscal quarter ended March 31, 1996.

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*Not filed herewith. In accordance with Rule 12b-32 promulgated pursuant to the Securities Exchange Act of 1934, as amended, reference is hereby made to documents previously filed with the Commission, which are incorporated by reference herein.

(1) Management Contracts.

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.

ALPHA INDUSTRIES, INC.
(REGISTRANT)

By: /s/ MARTIN J. REID

Martin J. Reid, President

Date: June 21, 1996

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 on June 21, 1996.

SIGNATURE AND TITLE	SIGNATURE AND TITLE
/s/ GEORGE S. KARIOTIS George S. Kariotis Chairman of the Board	/s/ ARTHUR PAPPAS Arthur Pappas Director
/s/ MARTIN J. REID Martin J. Reid Chief Executive Officer President and Director	/s/ RAYMOND SHAMIE Raymond Shamie Director
/s/ DAVID J. ALDRICH David J. Aldrich Chief Financial Officer Principal Financial Officer	/s/ SIDNEY TOPOL Sidney Topol Director
/s/ PAUL E. VINCENT Paul E. Vincent Controller Chief Accounting Officer	/s/ CHARLES A. ZRAKET Charles A. Zraket Director

SCHEDULE II

VALUATION AND QUALIFYING ACCOUNTS
(In thousands)

DESCRIPTION	BALANCE AT BEGINNING OF YEAR	CHARGED TO COSTS AND EXPENSES	DEDUCTIONS	BALANCE AT END OF YEAR
YEAR ENDED MARCH 31, 1996				
Allowance for doubtful accounts..............	$ 783	$ 60	$ 209	$ 634
Allowance for estimated losses on contracts..	$ 117	$ -	$ 93	$ 24
YEAR ENDED APRIL 2, 1995				
Allowance for doubtful accounts..............	$ 945	$ 60	$ 222	$ 783
Allowance for estimated losses on contracts..	$ 593	$ -	$ 476	$ 117
YEAR ENDED APRIL 3, 1994				
Allowance for doubtful accounts..............	$ 293	$ 663	$ 11	$ 945
Allowance for estimated losses on contracts..	$ 448	$ 145	$ -	$ 593

Exhibit 10 (b)

ALPHA INDUSTRIES, INC.

EMPLOYEE STOCK PURCHASE PLAN

1. Purpose.

The Alpha Industries, Inc. Employee Stock Purchase Plan (hereinafter the "Plan") is intended to provide a method whereby employees of Alpha Industries, Inc. (the "Company") and participating subsidiaries will have an opportunity to acquire a proprietary interest in the Company through the purchase of shares of the Company's Common Stock. It is the intention of the Company to have the Plan qualify as an "employee stock purchase plan" under Section 423 of the Internal Revenue Code of 1986, as amended (the "Code"). The provisions of the Plan shall, accordingly, be construed so as to extend and limit participation in a manner consistent with the requirements of that Section of the Code.

2. Eligible Employees.

All employees of the Company or any of its participating subsidiaries who have completed six months of employment with the Company or any of its subsidiaries on or before the first day of the applicable Offering Period (as defined below) shall be eligible to receive options under this Plan to purchase the Company's Common Stock. In no event may an employee be granted an option if such employee, immediately after the option is granted, owns stock possessing five (5%) percent or more of the total combined voting power or value of all classes of stock of the Company or of its parent corporation or subsidiary corporation as the terms "parent corporation" and "subsidiary corporation" are defined in Section 425(e) and (f) of the Code. For purposes of determining stock ownership under this paragraph, the rules of Section 425(d) of the Code shall apply and stock which the employee may purchase under outstanding options shall be treated as stock owned by the employee.

For the purpose of this Plan, the term employee shall not include an employee whose customary employment is less than twenty (20) hours per week or is for not more than five (5) months in any calendar year.

3. Stock Subject to the Plan.

The stock subject to the options granted hereunder shall be shares of the Company's authorized but unissued Common Stock or shares of Common Stock reacquired by the Company, including shares purchased in the open market. The aggregate number of shares which may be issued pursuant to the Plan with respect to each Offering Period is 100,000, and an aggregate of 300,000 for all fifteen Offering Periods, subject to increase or decrease by reason of stock split-ups, reclassifications, stock dividends, changes in par value and the like. If less than 100,000 shares of Common Stock are purchased during any of the first through fourteenth Offering Periods, the amount not purchased shall be carried forward to and made available for purchase in the subsequent Offering Period. If the number of shares of Common Stock reserved and available for any Offering Period is insufficient to satisfy all purchase requirements for that Offering Period, the reserved and available shares for that Offering Period shall be apportioned among participating employees in proportion to their options.

4. Offering Periods and Stock Options.

There shall be fifteen Offering Periods during which payroll deductions will be accumulated under the Plan. Each Offering Period includes only regular pay days falling within it. The first Offering Period shall commence on February 1, 1990 and end on December 31, 1990. The second Offering Period shall commence on January 1, 1991 and end on December 31, 1991, and the third Offering Period shall commence on January 1, 1992 and end on December 31, 1992. Thereafter, the fourth through fifteenth Offering Periods shall commence and end as follows:

Offering Period	Offering Commencement Date	Offering Termination Date
Fourth	January 1, 1993	June 30, 1993
Fifth	July 1, 1993	December 31, 1993
Sixth	January 1, 1994	June 30, 1994
Seventh	July 1, 1994	December 31, 1994
Eighth	January 1, 1995	June 30, 1995
Ninth	July 1, 1995	December 31, 1995
Tenth	January 1, 1996	June 30, 1996
Eleventh	July 1, 1996	December 31, 1996
Twelfth	January 1, 1997	June 30, 1997
Thirteenth	July 1, 1997	December 31, 1997
Fourteenth	January 1, 1998	June 30, 1998
Fifteenth	July 1, 1998	December 31, 1998

The Offering Commencement Date is the first day of each Offering Period. The Offering Termination Date is the applicable date on which an Offering Period ends under this Article 4.

On each Offering Commencement Date, the Company will grant to each eligible employee who is then a participant in the Plan an option to purchase on the Offering Termination Date at the Option Exercise Price, as hereinafter provided, that number of full shares of Common Stock reserved for the purpose of the Plan as his or her accumulated payroll deductions on the Offering Termination Date will pay for at a price equal to eighty-five percent (85%) of the fair market value of the Company's Common Stock on the Offering Commencement Date; provided that such employee remains eligible to participate in the Plan throughout such Offering Period. The Option Exercise Price for each Offering Period shall be the lesser of (i) eighty-five percent (85%) of the fair market value of the Common Stock on the Offering Commencement Date, or (ii) eighty-five percent (85%) of the fair market value of the Common Stock on the Offering Termination Date, in either case rounded up to avoid fractions other than multiples of 1/8. In the event of an increase or decrease in the number of outstanding shares of Common Stock through stock split-ups, reclassifications, stock dividends, changes in par value and the like, an appropriate adjustment shall be made in the number of shares and Option Exercise Price per share provided for under the Plan, either by a proportionate increase in the number of shares and proportionate decrease in the Option Exercise Price per share, or by a proportionate decrease in the number of shares and a proportionate increase in the Option Exercise Price per share, as may be required to enable an eligible employee who is then a participant in the Plan to acquire on the Offering Termination Date that number of full shares of Common Stock as his accumulated payroll deductions on such date will pay for at a price equal to eighty-five percent (85%) of the fair market value of the Common Stock on the Offering Commencement Date, as so adjusted.

For purposes of this Plan, the term "fair market value" means, if the Common Stock is listed on a national securities exchange or is on the National Market List of the National Association of Securities Dealers Automated Quotation ("NASDAQ") system, the average of the high and low sales prices of the Common Stock on such exchange or as reported on NASDAQ or, if the Common Stock is traded in the over-the-counter securities market, but not on the National Market List of NASDAQ, the average of the high and low bid quotations for the Common Stock, each as published in the *Wall Street Journal*. If no shares of Common Stock are traded on the Offering Commencement Date or Offering Termination Date, the fair market value will be determined on the next regular business day on which shares of Common Stock are traded.

For purposes of this Plan the term "business day" as used herein means a day on which there is trading on the American Stock Exchange or such other national securities exchange on which the Common Stock is listed.

No employee shall be granted an option which permits his rights to purchase Common Stock under the Plan and any similar plans of the Company or any parent or subsidiary corporations to accrue at a rate which exceeds $25,000 of fair market value of such stock (determined at the time such option is granted) for each calendar year in which such option is outstanding at any time. The purpose of the limitation in the preceding sentence is to comply with and shall be construed in accordance with Section 423(b)(8) of the Code.

5. *Exercise of Option.*

Each eligible employee who continues to be a participant in the Plan on the Offering Termination Date shall be deemed to have exercised his or her option on such date and shall be deemed to have purchased from the Company such number of full shares of Common Stock reserved for the purpose of the Plan as his or her accumulated payroll deductions on such date will pay for at the Option Exercise Price, but in no event may an employee purchase shares of Common Stock in excess of the number of full shares as his accumulated payroll deductions on the Offering Termination Date will pay for at a price equal to 85% of the fair market value of the Common Stock on the Offering Commencement Date. If a participant is not an employee on the Offering Termination Date and throughout an Offering Period, he or she shall not be entitled to exercise his or her option.

6. Authorization for Entering Plan.

An eligible employee may enter the Plan by filling out, signing and delivering to the Treasurer of the Company an Authorization:

(a) stating the amount to be deducted regularly from his or her pay;

(b) authorizing the purchase of stock for him or her in each Offering Period in accordance with the terms of the Plan;

(c) specifying the exact name in which Common Stock purchased for him or her is to be issued in accordance with Article 11 hereof; and

(d) at the discretion of the employee in accordance with Article 14, designating a beneficiary who is to receive any Common Stock and/or cash in the event of his or her death.

Such Authorization must be received by the Treasurer of the Company at least ten (10) business days before the Offering Commencement Date.

The Company will accumulate and hold for the employee's account the amounts deducted from his or her pay. No interest will be paid thereon. Participating employees may not make any separate cash payments into their account.

Unless an employee files a new Authorization or withdraws from the Plan, his or her deductions and purchases under the Authorization he or she has on file under the Plan will continue as long as the Plan remains in effect. An employee may increase or decrease the amount of his or her payroll deductions as of the next Offering Commencement Date by filling out, signing and delivering to the Treasurer of the Company a new Authorization. Such new Authorization must be received by the Treasurer of the Company at least ten (10) business days before the date of such next Offering Commencement Date.

7. Maximum Amount of Payroll Deductions.

An employee may authorize payroll deductions in any even dollar amount up to but not more than ten percent (10%) of his or her base pay; provided, however, that the minimum deduction in respect of any payroll period shall be five dollars ($5). Base pay means regular straight-time earnings excluding payments for overtime, incentive compensation, bonuses, and other special payments.

8. Unused Payroll Deductions.

Only full shares of Common Stock may be purchased. Any balance remaining in an employee's account after a purchase will be reported to the employee and will be carried forward to the next Offering Period. However, in no event will the amount of the unused payroll deductions carried forward from a payroll period exceed the Option Exercise Price per share for that Offering Period. If for any Offering Period the amount of unused payroll deductions should exceed the Option Exercise Price per share, the amount of the excess for any participant shall be refunded to such participant, without interest.

9. Change in Payroll Deductions.

Deductions may not be increased or decreased during an Offering Period.

10. Withdrawal from the Plan.

An employee may withdraw from the Plan and withdraw all but not less than all of the payroll deductions credited to his or her account under the Plan at any time prior to the Offering Termination Date by delivering a Withdrawal Notice to the Treasurer of the Company in which event the Company will promptly refund without interest the entire balance of such employee's deductions not theretofore used to purchase Common Stock under the Plan.

An employee who withdraws from the Plan is like an employee who has never entered the Plan; the employee's rights under the Plan will be terminated and no further payroll deductions will be made. To reenter, such an employee must file a new Authorization at least ten (10) business days before the next Offering Commencement Date which cannot, however, become effective before the beginning of the next Offering Period following his withdrawal. Notwithstanding the foregoing, employees who are subject to Section 16 of the Securities Exchange Act of 1934, as amended, who withdraw from the Plan may not reenter the Plan until the next Offering Commencement Date which is at least six months following the date of such withdrawal.

11. Issuance of Stock.

Certificates for Common Stock issued to participants will be delivered as soon as practicable after each Offering Period.

Common Stock purchased under the Plan will be issued only in the name of the employee, or, if the employee's Authorization so specifies, in the name of the employee and another person of legal age as joint tenants with rights of survivorship.

12. No Transfer or Assignment of Employee's Rights.

An employee's rights under the Plan are his or hers alone and may not be transferred or assigned to, or availed of by, any other person. Any option granted to an employee may be exercised only by him or her, except as provided in Article 13 in the event of an employee's death.

13. Termination of Employee's Rights.

Except as set forth in the last paragraph of this Article 13, an employee's rights under the Plan will terminate when he or she ceases to be an employee because of retirement, resignation, lay- off, discharge, death, change of status, failure to remain in the customary employ of the Company for twenty (20) hours or more per week, or for any other reason. A Withdrawal Notice will be considered as having been received from the employee on the day his or her employment ceases, and all payroll deductions not used to purchase Common Stock will be refunded.

If an employee's payroll deductions are interrupted by any legal process, a Withdrawal Notice will be considered as having been received from him or her on the day the interruption occurs.

Upon termination of the participating employee's employment because of death, the employee's beneficiary (as defined in Article 14) shall have the right to elect, by written notice given to the Treasurer of the Company prior to the expiration of the thirty (30) day period commencing with the date of the death of the employee, either (i) to withdraw, without interest, all of the payroll deductions credited to the employee's account under the Plan, or (ii) to exercise the employee's option for the purchase of shares of Common Stock on the next Offering Termination Date following the date of the employee's death for the purchase of that number of full shares of Common Stock reserved for the purpose of the Plan which the accumulated payroll deductions in the employee's account at the date of the employee's death will purchase at the applicable Option Exercise Price (subject to the maximum number set forth in Article 5), and any excess in such account (in lieu of fractional shares) will be returned to said beneficiary. In the event that no such written notice of election shall be duly received by the Treasurer of the Company, the beneficiary shall automatically be deemed to have elected to withdraw the payroll deductions credited to the employee's account at the date of the employee's death and the same will be paid promptly to said beneficiary, without interest.

14. Designation of Beneficiary.

A participating employee may file a written designation of a beneficiary who is to receive any Common Stock and/or cash in case of his or her death. Such designation of beneficiary may be changed by the employee at any time by written notice. Upon the death of a participating employee and upon receipt by the Company of proof of the identity and existence at the employee's death of a beneficiary validly designated by him under the Plan, the Company shall deliver such Common Stock and/or cash to such beneficiary. In the event of the death of a participating employee and in the absence of a beneficiary validly designated under the Plan who is living at the time of such employee's death, the Company shall deliver such Common Stock and/or cash to the executor or administrator of the estate of the employee, or if, to the knowledge of the Company, no such executor or administrator has been appointed, the Company, in the discretion of the Committee, may deliver such Common Stock and/or cash to the spouse or to any one or more dependents of the employee as the Committee may designate. No beneficiary shall, prior to the death of the employee by whom he or she has been designated, acquire any interest in the Common Stock or cash credited to the employee under the Plan.

15. Termination and Amendments to Plan.

The Plan may be terminated at any time by the Company's Board of Directors. It will terminate in any case after the end of the fifteenth Offering Period, or if sooner, when all of the shares of Common Stock reserved for the purposes of the Plan have been purchased. Upon such termination or any other termination of the Plan, all payroll deductions not used to purchase Common Stock will be refunded without interest.

The Board of Directors reserves the right to amend the Plan from time to time in any respect; provided, however, that no amendment shall be effective without stockholder approval within twelve (12) months before or after the Board of Directors adopts the amendment if the amendment would (a) except as provided in Articles 3, 4, 24 and 25, increase the aggregate number of shares of Common Stock to be offered under the Plan, or (b) change the class of employees eligible to receive options under the Plan; provided, further, that so long as there is a requirement under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, for stockholder approval of the Plan and certain amendments thereto, any such amendment which (a) materially increases the number of shares of Common Stock which may be offered under the Plan, (b) materially increases the benefits accruing to participants in the Plan or (c) materially modifies the requirement for eligibility to participate in the Plan, shall be subject to stockholder approval.

16. Limitations of Sale of Stock Purchased Under the Plan.

The Plan is intended to provide eligible employees an opportunity to acquire the Company's Common Stock for investment. Common Stock purchased under the Plan may not be sold for six (6) months after purchase on the Offering Termination Date, except in the case of death or disability of an employee who is not subject to Section 16 of the Securities Exchange Act of 1934, as amended, or unless otherwise permitted under Rule 16b-3 thereunder. Thereafter, an employee may sell Common Stock purchased under the Plan at any time; provided, however, that because of certain Federal tax requirements, each employee will agree by entering the Plan, promptly to give the Company notice of any such Common Stock disposed of within two years after the Offering Commencement Date on which the Common Stock was purchased showing the number of such shares disposed of. The employee assumes the risk of any market fluctuations in the price of such Common Stock. Certificates representing shares of Common Stock purchased under the Plan will bear a legend reflecting the restrictions on transfer set forth herein.

17. Company's Offering of Expenses Related to Plan.

The Company will bear all costs of administering and carrying out the Plan.

18. Participating Subsidiaries.

The term "participating subsidiaries" shall mean any subsidiary of the Company which is designated by the Committee to participate in the Plan. The Committee shall have the power to make such designation before or after the Plan is approved by the stockholders.

19. Administration of the Plan.

The Plan shall be administered by a committee of "disinterested" directors as that term is defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, appointed by the Board of Directors of the Company (the "Committee"). The Committee shall consist of not less than two members of the Company's Board of Directors. The Board of Directors may from time to time remove members from, or add members to, the Committee. Vacancies on the Committee, howsoever caused, shall be filled by the Board of Directors. No member of the Committee shall be eligible to participate in the Plan while serving as a member of the Committee.

The Committee shall select one of its members as Chairman, and shall hold meetings at such times and places as it may determine. Acts by a majority of the Committee, or acts reduced to or approved in writing by a majority of the members of the Committee, shall be the valid acts of the Committee.

The interpretation and construction by the Committee of any provisions of the Plan or of any option granted under it shall be final. The Committee may from time to time adopt such rules and regulations for carrying out the Plan as it may deem best. With respect to persons subject to Section 16 of the Securities and Exchange Act of 1934, as amended, transactions under the Plan are intended to comply with all applicable conditions of Rule 16b-3 or its successors under said Act. To the extent any provision of the Plan or action by the Committee fails to so comply, it shall be deemed null and void, to the extent permitted by law and deemed advisable by that Committee.

Promptly after the end of each Offering Period, the Committee shall prepare and distribute to each participating employee in the Plan a report containing the amount of the participating employee's accumulated payroll deductions as of the Offering Termination Date, the Option Exercise Price for such Offering Period, the number of shares of Common Stock purchased by the participating employee with the participating's accumulated payroll deductions, and the amount of any unused payroll deductions either to be carried forward to the next Offering Period, or returned to the participating employee without interest.

No member of the Board of Directors or the Committee shall be liable for any action or determination made in good faith with respect to the Plan or any option granted under it. The Company shall indemnify each member of the Board of Directors and the Committee to the fullest extent permitted by law with respect to any claim, loss, damage or expense (including counsel fees) arising in connection with their responsibilities under this Plan.

20. Optionees Not Stockholders.

Neither the granting of an option to an employee nor the deductions from his or her pay shall constitute such employee a stockholder of the Company with respect to the shares covered by such option until such shares have been purchased by and issued to him.

21. Application of Funds.

The proceeds received by the Company from the sale of Common Stock pursuant to options granted under the Plan may be used for any corporate purposes, and the Company shall not be obligated to segregate participating employees' payroll deductions.

22. Governmental Regulation.

The Company's obligation to sell and deliver shares of the Company's Common Stock under this Plan is subject to the approval of any governmental authority required in connection with the authorization, issuance or sale of such stock.

In this regard, the Board of Directors may, in its discretion, require as a condition to the exercise of any option that a Registration Statement under the Securities Act of 1933, as amended, with respect to the shares of Common Stock reserved for issuance upon exercise of the option shall be effective.

23. Transferability.

Neither payroll deductions credited to an employee's account nor any rights with regard to the exercise of an option or to receive stock under the Plan may be assigned, transferred, pledged, or otherwise disposed of in any way by the employee. Any such attempted assignment, transfer, pledge, or other disposition shall be without effect, except that the Company may treat such act as an election to withdraw funds in accordance with Article 10.

24. Effect of Changes of Common Stock.

If the Company should subdivide or reclassify the Common Stock which has been or may be optioned under the Plan, or should declare thereon any dividend payable in shares of such Common Stock, or should take any other action of a similar nature affecting such Common Stock, then the number and class of shares of Common Stock which may thereafter be optioned (in the aggregate and to any individual participating employee) shall be adjusted accordingly.

25. Merger or Consolidation.

If the Company should at any time merge into or consolidate with another corporation, the Board of Directors may, at its election, either (i) terminate the Plan and refund without interest the entire balance of each participating employee's payroll deductions, or (ii) entitle each participating employee to receive on the Offering Termination Date upon the exercise of such option for each share of Common Stock as to which such option shall be exercised the securities or property to which a holder of one share of the Common Stock was entitled upon and at the time of such merger or consolidation, and the Board of Directors shall take such steps in connection with such merger or consolidation as the Board of Directors shall deem necessary to assure that the provisions of this Article 25 shall thereafter be applicable, as nearly as reasonably possible. A sale of all or substantially all of the assets of the Company shall be deemed a merger or consolidation for the foregoing purposes.

26. Withholding of Additional Federal Income Tax.

The Company, in accordance with Section 3402(a) of the Code, and the Regulations and Rulings promulgated thereunder, will withhold from the wages of participating employees, in all payroll periods following and in the same calendar year as the date on which compensation is deemed received by the employee, additional income taxes in respect of the amount that is considered compensation includable in the employee's gross income.

27. Approval of Stockholders.

The Plan shall not take effect until approved by the holders of a majority of the outstanding shares of Common Stock of the Company, which approval must occur within the period beginning twelve (12) months before and ending twelve (12) months after the date the Plan is adopted by the Board of Directors. Options may be granted under the Plan prior and subject to such stockholder approval. If the Plan is not so approved by the stockholders, all payroll deductions from participating employees shall be returned without interest and all options so granted shall terminate.

The Plan was adopted by the Board of Directors on December 21, 1989.

The Plan was amended by the Board of Directors on _____________________.

The Plan was further amended by the Board of Directors on __________________.

ALPHA INDUSTRIES, INC. AND SUDSIDIARIES

EXHIBIT 11

COMPUTATION OF PER SHARE DATA
(In thousands, except per share dollar amounts)

	FISCAL YEAR ENDED		
	MARCH 31, 1996	APRIL 2, 1995	APRIL 3, 1994
PRIMARY COMPUTATION			
Weighted average number of common shares outstanding	8,367	7,607	7,502
Weighted average number of common stock equivalents	388	275	-
Weighted average number of common shares and common share equivalents outstanding	8,755	7,882	7,502
FULLY DILUTED COMPUTATION			
Weighted average number of common shares outstanding	8,367	7,607	7,502
Weighted average number of common stock equivalents	388	287	-
Weighted average number of common shares and common share equivalents outstanding	8,755	7,894	7,502
Net income (loss) primary and fully diluted	$ 3,794	$ 2,847	$(11,466)
Net income (loss) per common share primary and fully diluted	$ .43	$ .36	$ (1.53)

For fiscal 1996 and 1995 common stock equivalents related to shares issuable under options outstanding did affect the per share amount and, accordingly were included in the computation. Common stock equivalents related to shares issuable under options outstanding did not significantly affect the per share amount and, accordingly, were not included in the computation for fiscal 1994.

ALPHA INDUSTRIES, INC. AND SUBSIDIARIES

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

NAME	JURISDICTION OF INCORPORATION
Alpha Industries Limited	England
Alpha Industries GmbH	Germany
Alpha Securities Corporation	Massachusetts
CFP Holding Company, Inc.	Washington
Trans-Tech, Inc.	Maryland
Trans-Tech Europe SARL	France

EXHIBIT 23

Consent of Independent Auditors

The Board of Directors
Alpha Industries, Inc.:

We consent to incorporation by reference in the registration statements (No. 33-32957, No. 33-11356 and No. 33-47901) on Form S-8 of Alpha Industries, Inc. of our report dated May 10, 1996 relating to the consolidated balance sheets of Alpha Industries, Inc. and subsidiaries as of March 31, 1996 and April 2, 1995 and the related consolidated statements of operations, stockholders' equity, and cash flows and related schedule for each of the years in the three-year period ended March 31, 1996, which report appears in the March 31, 1996 annual report on Form 10-K of Alpha Industries, Inc.

/s/ KPMG Peat Marwick LLP
KPMG PEAT MARWICK LLP

Boston, Massachusetts
June 27, 1996

This schedule contains summary financial information extracted in part from the financial statements of Alpha Industries, Inc. and Subsidiaries as of and for the twelve months ended March 31, 1996 and is qualified in its entirety by reference to such financial statements.

YEAR
MAR-31-1996
MAR-31-1996
11,326
4,143
18,322
634
12,015
46,551
78,044
49,908
75,423
13,904
3,130
0
0
2,484
55,049
75,423
96,894
96,894
65,986
92,360
(340)
60
371
4,463
669
3,794
0
0
0
3,794
0.43
0.43