SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 27, 1999

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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: (781) 935-5150

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 the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

CLASS	OUTSTANDING AT JULY 25, 1999
COMMON STOCK, PAR VALUE $.25 PER SHARE	19,382,347

Alpha Industries, Inc. and Subsidiaries

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Alpha Industries, Inc. and Subsidiaries

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

	JUNE 27, 1999 (UNAUDITED)	MARCH 28, 1999 (AUDITED)
ASSETS		
Current assets		
Cash and cash equivalents	$ 73,381	$ 14,029
Short-term investments (Note 2)	56,238	9,731
Accounts receivable	24,682	22,972
Inventories (Note 3)	9,928	8,773
Prepayments and other current assets	1,889	796
Deferred tax assets	3,839	6,522
Total current assets	169,957	62,823
Property, plant and equipment, less accumulated depreciation and amortization of $64,426 and $62,204	46,209	42,497
Other assets	1,432	1,361
	$217,598	$106,681
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current maturities of long-term debt	$ 387	$ 912
Accounts payable	9,523	10,700
Accrued liabilities:		
Payroll, commissions and related expenses	6,105	7,292
Other accrued liabilities	755	1,232
Total current liabilities	16,770	20,136
Long-term debt	462	713
Other long-term liabilities	1,720	1,626
Deferred tax liabilities	3,271	3,192
Commitments and contingencies (Note 6)		
Stockholders' equity		
Common stock par value $.25 per share: authorized 30,000,000 shares; issued 19,403,464 and 16,051,311 shares	4,851	4,013
Additional paid-in capital	167,974	58,872
Retained earnings	22,665	18,276
Less - Treasury shares 48,761 and 62,379 shares at cost	104	133
Unearned compensation-restricted stock	11	14
Total stockholders' equity	195,375	81,014
	$217,598	$106,681

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

Alpha Industries, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(In thousands except per share data)

	THREE MONTHS ENDED JUNE 27, 1999	THREE MONTHS ENDED JUNE 28, 1998
Net sales	$ 38,605	$ 29,955
Cost of sales	21,500	17,132
Research and development expenses	4,386	3,022
Selling and administrative expenses	6,434	5,497
Operating income	6,285	4,304
Interest expense	(57)	(89)
Interest income and other, net	630	201
Income before income taxes	6,858	4,416
Provision for income taxes	2,469	442
Net income	$ 4,389	$ 3,974
Net income per share basic	$ 0.26	$ 0.25
Net income per share diluted	$ 0.25	$ 0.25
Weighted average common shares basic	16,932	15,708
Weighted average common shares diluted	17,866	16,098

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

Alpha Industries, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	THREE MONTHS ENDED JUNE 27, 1999	THREE MONTHS ENDED JUNE 28, 1998
Cash flows from operating activities:		
Net income	$ 4,389	$ 3,974
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization of property, plant and equipment	2,222	1,876
Deferred taxes	2,762	--
Contribution of treasury shares to Savings and Retirement Plan	250	215
Amortization of unearned compensation - restricted stock, net	3	8
Increase (decrease) in other liabilities and long-term benefits	94	(22)
Increase in other assets	(92)	(50)
Change in assets and liabilities		
Accounts receivable	(1,710)	1,430
Inventories	(1,155)	(1,847)
Other current assets	(1,093)	(120)
Accounts payable	(1,177)	1,301
Other accrued liabilities and expenses	(1,664)	(458)
Net cash provided by operations	2,829	6,307
Cash flows from investing activities:		
Purchases of short-term investments	(49,057)	(4,228)
Maturities of short-term investments	2,550	--
Additions to property, plant and equipment	(5,934)	(3,117)
Net cash (used in) investing activities	(52,441)	(7,345)
Cash flows from financing activities:		
Payments on long-term debt	(776)	(469)
Deferred charges related to long-term debt	21	4
Payments on capital lease obligations	--	(6)
Proceeds from sale of stock	109,485	--
Exercise of stock options	234	76
Net cash provided by (used in) financing activities	108,964	(395)
Net increase (decrease) in cash and cash equivalents	59,352	(1,433)
Cash and cash equivalents, beginning of period	14,029	14,356
Cash and cash equivalents, end of period	$ 73,381	$ 12,923

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 BASIS OF PRESENTATION

The interim financial information included herein is unaudited. In addition, the financial information does not include all disclosures required under generally accepted accounting principles because certain note information included in the Company's annual report to shareholders has been omitted and such information should be read in conjunction with the prior year's annual report. However, the financial information reflects all adjustments (consisting solely of normal recurring adjustments) which are, in the opinion of management, necessary to a fair statement of the results for the interim periods. The Company considers the disclosures adequate to make the information presented not misleading.

NOTE 2 SHORT-TERM INVESTMENTS

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.

NOTE 3 INVENTORIES

Inventories consist of the following:	JUNE 27, 1999	MARCH 28, 1999
	(in thousands)	
Raw materials	$3,643	$3,852
Work-in-process	4,307	3,034
Finished goods	1,978	1,887
	$9,928	$8,773

NOTE 4 SEGMENT INFORMATION

The Company is organized into three reportable segments as follows:

WIRELESS SEMICONDUCTOR PRODUCTS:

The Wireless Semiconductor segment designs and manufactures gallium arsenide integrated circuits and other discrete semiconductors to the global market for wireless telephone handsets, wireless data and other applications.

APPLICATION SPECIFIC PRODUCTS:

The Application Specific segment designs and manufactures a broad range of gallium arsenide and silicon devices and components to satellite, instrumentation, defense and other communications markets.

CERAMIC PRODUCTS:

The Ceramics segment designs and manufactures technical ceramic and magnetic products for wireless telephony infrastructure and other wireless markets.

NOTE 4 SEGMENT INFORMATION (continued)

The table below presents selected financial data by business segment for the periods indicated.

	THREE MONTHS ENDED	
	JUNE 27, 1999	JUNE 28, 1998
	(in thousands)	
SALES		
Wireless Semiconductor Products	$23,998	$14,070
Application Specific Products	6,585	9,891
Ceramic Products	8,022	5,994
	$38,605	$29,955
OPERATING INCOME		
Wireless Semiconductor Products	$ 3,697	$ 814
Application Specific Products	1,690	3,272
Ceramic Products	898	218
	$ 6,285	$ 4,304

	JUNE 27, 1999	MARCH 28, 1999
	(in thousands)	
TOTAL ASSETS		
Wireless Semiconductor Products	$ 48,278	$ 41,508
Application Specific Products	9,189	10,751
Ceramic Products	22,694	20,119
Corporate	137,437	34,303
	$217,598	$106,681

SIGNIFICANT CUSTOMER

During the three months ended June 27, 1999 and June 28, 1998, one customer accounted for approximately 32% and 25%, respectively, of the Company's sales.

NOTE 5   EARNINGS PER SHARE

A reconciliation of the weighted average number of shares outstanding used in the computation of the basic and diluted earnings per share for the three months ended June 27, 1999 and June 28, 1998 is as follows:

	JUNE 27, 1999	JUNE 28, 1998
	(in thousands)	
Weighted average shares (basic)	16,932	15,708
Effect of dilutive stock options	934	390
Weighted average shares (diluted)	17,866	16,098

NOTE 6   COMMITMENTS AND CONTINGENCIES

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 7   COMMON STOCK OFFERING

In June 1999, we successfully completed a public offering which raised $109.4 million, net of expenses, on the sale of 3,314,350 shares of common stock.

PART I - ITEM 2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

The following table shows our statement of operations data as a percentage of sales for the periods indicated:

	Three Months Ended June 27, 1999	Three Months Ended June 28, 1998
Sales	100.0%	100.0%
Cost of sales	55.7	57.2
Gross margin	44.3	42.8
Research and development expenses	11.4	10.1
Selling and administrative expenses	16.6	18.3
Operating income	16.3	14.4
Other income (expense), net	1.5	0.3
Income before income taxes	17.8	14.7
Provision for income taxes	6.4	1.5
Net income	11.4%	13.2%

SALES. Sales increased 28.9% to $38.6 million for the first quarter of fiscal 2000 from $30.0 million for the first quarter of fiscal 1999. New orders increased 51.7% to $42.0 million for the first three months of fiscal 2000, compared with $27.7 million for the same period last year. The increase in sales and orders was primarily the result of increased demand for wireless products and our penetration into additional handset platforms. Deliveries to one customer represented approximately 32% of our total sales for the first three months of fiscal 2000 compared with 25% for the comparable period last year.

GROSS PROFIT. Gross profit increased 33.4% to $17.1 million or 44.3% of sales for the first three months of fiscal 2000 from $12.8 million or 42.8% of sales for the comparable period last year. This increase was primarily a result of improved operating efficiencies, particularly in Wireless Semiconductors Group, which continued to leverage capacity and improve yields.

RESEARCH AND DEVELOPMENT EXPENSES. Research and development expenses increased 45.1% to $4.4 million or 11.4% of sales for the first quarter of fiscal 2000 from $3.0 million or 10.1% of sales compared with the same period last year. The increase in research and development expenses is primarily attributable to the development of processes and products in the Wireless Semiconductor Products Group. Over 75% of our total research and development expenses were focused on the Wireless Semiconductor Products Group's efforts in developing GaAs integrated circuits and other high volume wireless products.

SELLING AND ADMINISTRATIVE EXPENSES. Selling and administrative expenses totaled $6.4 million or 16.6% of sales for the first three months of fiscal 2000 compared with $5.5 million or 18.3% of sales for the same period last year. The increase in selling and administrative expenses reflect increased sales commissions resulting from higher sales volumes, while the decrease in selling and administrative expenses as a percentage of sales was attributable to our continued efforts to control administrative costs.

OTHER INCOME (EXPENSE), NET. Interest expense for the first quarter of fiscal 2000 decreased $32 thousand over the comparable period last year due to a decline in outstanding borrowings. Interest income for the first quarter ended June 27, 1999 increased $429 thousand over the comparable period last year as a result of the higher levels of cash, cash equivalents and short-term investments.

PROVISION FOR INCOME TAXES. Our effective tax rates for the first three months of fiscal 2000 and 1999 were 36% and 10% respectively. Last year's rate differed from statutory rates primarily as a result of the utilization of net operating loss carryforwards.

BUSINESS SEGMENTS

The table below displays sales and operating income by business segment for the first quarter of fiscal 2000 and 1999.

	Three Months Ended	
	June 27, 1999	June 28, 1998
SALES		
Wireless Semiconductor Products	$23,998	$14,070
Application Specific Products	6,585	9,891
Ceramic Products	8,022	5,994
	$38,605	$29,955
OPERATING INCOME		
Wireless Semiconductor Products	$ 3,697	$ 814
Application Specific Products	1,690	3,272
Ceramic Products	898	218
	$ 6,285	$ 4,304

WIRELESS SEMICONDUCTOR PRODUCTS. Sales for the Wireless Semiconductor Products Group increased 70.6% to $24.0 million for the first quarter of fiscal 2000 from $14.1 million for the same quarter last year. The increase was primarily the result of increased demand for wireless products and our penetration into additional handset platforms.

Operating income for the Wireless Semiconductor Group increased 354.2% to $3.7 million for the first three months of fiscal 2000 from $814 thousand for the comparable quarter last year. The increase was primarily attributable to improved operating efficiencies as this group continued to leverage capacity and improve yields. In addition, this group continued its focus on the development of processes and products for the wireless market, while continuing to control administrative costs.

APPLICATION SPECIFIC PRODUCTS. Sales for the Application Specific Products Group for the first quarter of fiscal year 2000 decreased 33.4% to $6.6 million from $9.9 million for the comparable quarter last year. This decrease was due to a reduction of volume on some of our few remaining defense contracts and exiting from certain small product lines in the group.

Operating income for the quarter was $1.7 million, 48.3% below the $3.3 million reported for the same quarter last year. The group continued to realign its cost structure to current volumes, reporting a gross margin of over 50% and an operating margin of 25.7% for the first quarter of fiscal 2000.

CERAMIC PRODUCTS. Sales for the Ceramics Group increased 33.8% to $8.0 million from $6.0 million. The increase is due primarily to increased demand for wireless infrastructure products.

Operating income for the Ceramics Group increased 311.9% to $898 thousand from $218 thousand. The increase in operating income was primarily the result of improved operating efficiencies, including the leveraging of capacity and increased manufacturing automation.

FINANCIAL CONDITION

At June 27, 1999, working capital totaled $153.2 million and included $129.6 million in cash, cash equivalents and short-term investments, compared with $42.7 million of working capital at the end of fiscal 1999. In June 1999, we completed a public offering of our common stock that raised net proceeds of $109.4 million. Uses of cash included $5.9 million for capital expenditures as we continued our investment in the semiconductor GaAs wafer fabrication operation and the integrated circuit and discrete semiconductor assembly and test areas, as well as for improved manufacturing capabilities at the ceramics manufacturing facility.

The $18 million expansion of our GaAs fabrication facility in Massachusetts, begun fifteen months ago, has allowed us to significantly increase our current capacity. The new clean room space is complete and in use, and additional manufacturing equipment is being installed and brought to full productivity as needed. Demand for our GaAs products continues to increase strongly, and we are now evaluating the next expansion phase in this fab, which will involve the addition of new equipment, without the need for additional clean room construction. We are also examining various options that would allow another significant expansion of our GaAs capacity, through acquisition or construction.

We believe that our current cash position, together with continued cash generated from operations and two lines of credit totaling $15 million, will provide us with adequate funds to support our current operating needs and allow us to undertake and complete these expansion projects.

NEW ACCOUNTING PRONOUNCEMENTS

SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" establishes accounting and reporting standards for derivatives and hedging activities. It requires that an entity recognize all derivatives as either assets or liabilities in the balance sheet and measure those instruments at fair value. SFAS No. 133 will be effective for our fiscal year 2002. We are currently evaluating SFAS No.133. We do not expect this new statement to have a material effect on our consolidated financial position, results of operations or cash flow.

A proposed interpretation of APB Opinion No. 25, "Accounting for Stock Issued to Employees," would change the way the Company accounts for stock options issued to non-employee directors. The Company currently uses the intrinsic value method for such options. The interpretation, if adopted, will require that we recognize compensation cost, based on the fair value method, for stock options granted to non-employee directors after December 15, 1998. The portion of cost recognized would be on a prospective basis from the date of issuance of the interpretation over the remaining vesting period of the option grant. The Company is evaluating the potential effect of the interpretation but does not believe its adoption would have a material effect on our consolidated financial position, results of operations, or cash flow.

YEAR 2000

The Year 2000 issue relates to the inability of certain computer software programs to properly recognize and process date sensitive information relative to the Year 2000 and beyond. To address this issue, we have initiated a company-wide Year 2000 project under the direction of senior management. We have evaluated our products and have determined that our products are not date sensitive. We do not expect Year 2000 exposure for products sold.

We have completed a comprehensive inventory of our internal information systems. Over the last several years, we have invested in new computer hardware and software to improve our business operations. All such systems were required to be Year 2000 compliant as a condition of purchase. We have completed testing of our critical information systems. As a result of this testing, we do not believe that any critical systems will cause a significant interruption of our business. Certain systems require minor upgrades. These upgrades are expected to be completed by September 1999 and the costs are not expected to be material.

We have also completed a comprehensive inventory of our equipment and facilities. We have substantially completed testing of critical items to ensure that they are compliant. As a result of our testing to date, we do not believe that any critical items will result in a significant disruption to our business. Minor upgrades are planned for certain items. These upgrades are expected to be completed by September 1999 and the costs are not expected to be material.

We have completed formal communication with significant suppliers, customers, financial institutions and other third parties with which we have a material relationship in order to determine whether those entities have adequate plans in place to ensure their Year 2000 preparedness. As a result of our communications, we have not identified any issues with respect to these third parties.

At this time, we have not developed a "worst case" scenario or an overall contingency plan and do not intend to do so unless, as a result of ongoing testing and evaluation, we believe these plans are warranted. Based upon our assessment to date and our expectations that our Year 2000 project will be substantially complete by September 1999, we believe adequate time will be available to ensure alternatives can be developed, assessed and implemented, if necessary, prior to a Year 2000 issue having a negative impact on our operations. However, we cannot assure that such modifications and conversions, if required, will be completed on a timely basis.

We have not prepared estimates of costs to remediate Year 2000 problems. However, based on currently available information, including the results of our assessment to date, we do not believe that the costs associated with Year 2000 compliance will have a material adverse effect on our business, results of operations or financial condition.

Although we believe our planning efforts are adequate to address our Year 2000 compliance concerns, we cannot guarantee that we will not experience unanticipated negative consequences or material costs caused by undetected errors or defects in the technology used in our internal systems or that third parties upon which we rely will not experience similar negative consequences.

OTHER MATTERS

Safe Harbor Statement - Except for the historical information contained herein, this report contains forward-looking statements that constitute the Company's current intentions, hopes, beliefs, expectations or predictions of the future which are, therefore, inherently subject to risks and uncertainties. The Company's actual results could differ materially from those anticipated in the Company's forward-looking statements based on various factors, including without limitation: cancellation or deferral of customer orders, dependence on a small number of large customers, difficulties in the timely development and market acceptance of new products, market developments that vary from the current public expectations concerning the growth of wireless communications, difficulties in manufacturing new or existing products in sufficient quantity or quality, increased competitive pressures, decreasing selling prices for the Company's products, or changes in economic conditions. Further information on factors that could affect the Company's performance is included in the Company's periodic reports filed with the SEC, including but not limited to the Company's Form 10-K for the year ended March 28, 1999, and subsequent Forms 10-Q. The Company cautions readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. The Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any such statements to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based.

PART I

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk represents the risk of changes in the value of a short-term investment and a financial instrument caused by fluctuations in investment prices and interest rates.

The Company handles market risks in accordance with established policies. The Company's risk-management activities include "forward-looking statements" that involve risk and uncertainties. Actual results could differ materially from those projected in the forward-looking statements.

Investment Price Risk
The fair value of the Company's short-term investment portfolio at June 27, 1999, approximated carrying value due to its short-term duration. Market risk, estimated as the potential decrease in fair value resulting from a hypothetical 10% decrease in interest rates for the issues contained in the investment portfolio, is considered not to be material because of the short-term nature of the investments.

Interest Rate Risk
The carrying value of the Company's long-term debt, including current maturities, was approximately $849 thousand at June 27, 1999. Due to the nature of the debt instruments, management has determined that the fair value was not materially different from the quarter-end carrying value.

PART II - OTHER INFORMATION

ITEM 1 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 Spectron, Inc. Superfund site in Elkton, Maryland. Several hundred other companies have also been notified about their potential liability regarding this site. The Company continues to deny that it has any responsibility with respect to this site other than as a DE MINIMIS party. Management is of the opinion that the outcome of the aforementioned environmental matter will not have a material effect on the Company's operations or financial position.

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

(a) 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) 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)*.

(d) Amended and restated Credit Agreement dated October 1, 1997 between Alpha Industries, Inc., and Trans-Tech Inc. and Fleet Bank of Massachusetts and Silicon Valley Bank (Filed as Exhibit 4(f) to the Quarterly Report on Form 10-Q for the quarter ended December 28, 1997)*; and as amended by First Amendment dated September 30, 1998. (Filed as Exhibit 4(d) to the Annual Report on Form 10-K for the fiscal year ended March 28, 1999)*.

(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 (Filed as Exhibit 10(b) to the Annual Report on Form 10-K for the fiscal year ended March 31, 1996)*. (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) 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)

(e) Severance Agreement dated January 13, 1997 between the Registrant and Thomas C. Leonard (Filed as Exhibit 10(f) to the Annual Report on Form 10-K for the fiscal year ended March 30, 1997)*. (1)

(f) Severance Agreement dated May 20, 1997 between the Registrant and David J. Aldrich (Filed as Exhibit 10(g) to the Annual Report on Form 10-K for the fiscal year ended March 30, 1997)*.(1)

(g) Severance Agreement dated January 14, 1997 between the Registrant and Richard Langman (Filed as Exhibit 10(h) to the Annual Report on Form 10-K for the fiscal year ended March 30, 1997)*. (1)

(h) 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)

(i) 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)

(j) 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)

(k) Alpha Industries, Inc. Savings and Retirement 401(k) Plan dated July 1, 1996 (Filed as Exhibit 10(n) to the Annual Report on Form 10-K for the fiscal year ended March 30, 1997)*.

(l) Severance Agreement dated September 4, 1998 between the Registrant and Paul E. Vincent (Filed as Exhibit 10(n) to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 27, 1998)*. (1)

(m) Change in Control Agreement between the Registrant and James C. Nemiah dated September 25, 1998 (Filed as Exhibit 10(o) to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 27, 1998)*. (1)

(n) Severance Agreement dated December 11, 1998 between the Registrant and Jean-Pierre Gillard (Filed as Exhibit 10(r) to the Quarterly Report on Form 10-Q for the fiscal quarter ended December 27, 1998)*. (1)

(o) Alpha Industries, Inc., 1997 Non-Qualified Stock Option Plan for Non-Employee Directors. (Filed as Exhibit 10 (r) to the Annual Report on Form 10-K for the fiscal year ended March 29, 1998)*.(1)

(p) Alpha Industries, Inc. 1996 Long-Term Incentive Plan (Filed as Exhibit 99 to Registration Statement on Form S-8 filed January 22, 1999)*.(1)

(q) Alpha Industries, Inc. 1999 Employee Long-Term Incentive Plan dated April 27, 1999.

(11) Statement re computation of per share earnings.**

(27) Financial Data Schedules.

(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 June 27, 1999.

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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.
** Reference is made to Note 5 of the notes to Consolidated Financial Statements on Page 8 of this Quarterly Report on Form 10-Q which Note 5 is hereby incorporated by reference herein.
(1) Management Contracts.

SIGNATURES

Pursuant to the requirements 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.

Date: August 9, 1999

Alpha Industries, Inc. and Subsidiaries
Registrant

/s/ Thomas C. Leonard
Thomas C. Leonard
Chief Executive Officer
President

/s/ Paul E. Vincent
Paul E. Vincent
Chief Financial Officer
Principal Financial Officer
Principal Accounting Officer

Exhibit 10(q)

ALPHA INDUSTRIES, INC.

1999 EMPLOYEE

LONG-TERM INCENTIVE PLAN

Revised as of April 21, 1999

ALPHA INDUSTRIES, INC.
1999 EMPLOYEE LONG-TERM INCENTIVE PLAN

SECTION I. PURPOSE OF THE PLAN.

The purposes of this Alpha Industries, Inc. 1999 Employee Long-term Incentive Plan (the "1999 Plan") are (i) to provide long-term incentives and rewards to those key employees (the "Participants") of Alpha Industries, Inc. (the "Corporation") and its subsidiaries (if any), other than officers and non-employee Directors of the Corporation, who are in a position to contribute to the long-term success and growth of the Corporation and its subsidiaries, (ii) to assist the Corporation in retaining and attracting key employees with requisite experience and ability, and (iii) to associate more closely the interests of such key employees with those of the Corporation's stockholders. Notwithstanding the foregoing, if Section 16, as defined in Section II, is applicable to the Corporation, then any director of the Corporation who was, within the past year, a member of the Committee, as defined in paragraph (a) of Section III, shall not be eligible to receive any Stock Options.

SECTION II. DEFINITIONS.

"Code" is the Internal Revenue Code of 1986, as it may be amended from time to time.

"Common Stock" is the $.25 par value common stock of the Corporation.

"Committee" is defined in Section III, paragraph (a).

"Corporation" is defined in Section I.

"Participant" is defined in Section I.

"Fair Market Value" of any property is the value of the property as reasonably determined by the Committee.

"1999 Plan" is defined in Section I.

"Section 16" means Section 16 of the Securities Exchange Act of 1934, as amended, or any similar or successor statute, and any rules, regulations, or policies adopted or applied thereunder.

"Stock Options" are rights granted pursuant to this 1999 Plan to purchase shares of Common Stock at a fixed price.

SECTION III. ADMINISTRATION.

(a) The Committee. This 1999 Plan shall be administered by a compensation committee designated by the Board of Directors of the Corporation, which may include any persons (including any or all of the directors) designated by the Board of Directors (the administering body is hereafter referred to as the "Committee"). The Committee shall serve at the pleasure of the Board of Directors, which may from time to time, and in its sole discretion, discharge any member, appoint additional new members in substitution for those previously appointed and/or fill vacancies however caused. A majority of the Committee shall constitute a quorum and the acts of a majority of the members present at any meeting at which a quorum is present shall be deemed the action of the Committee. No person shall be eligible to be a member of the Committee if that person's membership would prevent the plan from complying with Section 16, if applicable to the Corporation. At such time as any class of equity security of the Corporation is registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Act"), (i) the Committee shall consist of at least two members of the Board of Directors and (ii) to the extent required by Rule 16b-3 promulgated under the Act, no member of the Committee while a member thereof shall be eligible to participate in this Plan, nor may any person be appointed to the Committee unless he was not eligible to participate in this 1999 Plan or any other plan of the Corporation at any time within the one-year period immediately prior to such appointment.

(b) Authority and Discretion of the Committee. Subject to the express provisions of this 1999 Plan and provided that all actions taken shall be consistent with the purposes of this 1999 Plan, and subject to ratification by the Board of Directors only if required by applicable law, the Committee shall have full and complete authority and the sole discretion to: (i) determine those persons who shall constitute key employees eligible to be Participants; (ii) select the Participants to whom awards shall be granted under this 1999 Plan; (iii) determine the size and the form of the award or, if any, to be granted to any Participant; (iv) determine the time or times such awards shall be granted including the grant of Stock Options in connection with other awards made, or compensation paid, to the Participant; (v) establish the terms and conditions upon which such awards may be exercised and/or transferred, including the exercise of Stock Options in connection with other awards made, or compensation paid, to the Participant; (vi) make or alter any restrictions and conditions upon such awards; and (vii) adopt such rules and regulations, establish, define and/or interpret these and any other terms and conditions, and make all determinations (which may be on a case-by-case basis) deemed necessary or desirable for the administration of this 1999 Plan.

(c) Applicable Law. This 1999 Plan, and all awards shall be governed by the law of the state in which the Corporation is incorporated.

SECTION IV.   AWARDS.

Awards under this 1999 Plan shall consist of Stock Options, all as described herein.

(a) Form of Agreement. Stock Options shall be evidenced by a written agreement between the Corporation and the Participant awarded the Stock Option. This agreement shall be in such form, and contain such terms and conditions (not inconsistent with this 1999 Plan) as the Committee may determine. The agreement shall include the following, or a similar, statement: "This stock option is not intended to be an Incentive Stock Option, as that term is described in Section 422 of the Internal Revenue Code of 1986, as amended."

(b) Period of Exercisability. Stock Options shall be for such periods as may be determined by the Committee, but in no event more than ten years.

(c) Purchase Price and Payment. The purchase price of shares purchased pursuant to any Stock Option shall be determined by the Committee, and shall be paid by the Participant or other person permitted to exercise the Stock Option in full upon exercise, (A) in cash, (B) by delivery of shares of Common Stock (valued at their Fair Market Value on the date of such exercise), (C) any other property (valued at its Fair Market Value on the date of such exercise), or (D) any combination of cash, stock and other property, with any payment made pursuant to clauses (B), (C) or (D) only as permitted by the Committee, in its sole discretion. In no event will the purchase price of Common Stock be less than the par value of the Common Stock.

(e) Vesting and Transferability. At the discretion of the Committee, the Common Stock issued pursuant to the Stock Options granted hereunder may be subject to restrictions on vesting or transferability.

SECTION V. AMENDMENT AND TERMINATION; ADJUSTMENTS UPON CHANGES IN STOCK.

(a) Power to Amend and Restrictions on Amendment. The Board of Directors of the Corporation may at any time, and from time to time, amend, suspend or terminate this 1999 Plan in whole or in part; provided, however, that, to the extent required by Section 16(b)(3) of the Act and the Internal Revenue Code, as amended, neither the Board of Directors nor the Committee may amend or modify this 1999 Plan without compliance with any applicable law, rules, or regulations. Except as provided herein, no amendment, suspension or termination of this 1999 Plan may affect the rights of a Participant to whom an award has been granted without such Participant's consent.

(b) Merger or Consolidation. If the Corporation is a party to any merger or consolidation, any purchase or acquisition of property or stock, or any separation, reorganization or liquidation, the Board of Directors (or, if the Corporation is not the surviving corporation, the board of directors of the surviving corporation) shall have the power to make arrangements, which shall be binding upon the holders of unexpired Stock Options, for the substitution of new options for, or the assumption by another corporation of, any unexpired Stock Options then outstanding hereunder.

(c) Adjustment of Exercise Price after Corporate Event. If by reason of recapitalization, reclassification, stock split-up, combination of shares, separation (including a spin-off) or dividend on the stock payable in shares of Common Stock, the outstanding shares of Common Stock are increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Corporation, the Board of Directors shall conclusively determine the appropriate adjustment in the exercise prices of outstanding Stock Options and in the number and kind of shares as to which outstanding Stock Options shall be exercisable.

(d) Adjustment of Number of Shares after Corporate Event. In the event of a transaction of the type described in paragraphs (b) and (c) above, the total number of shares of Common Stock on which Stock Options may be granted under this 1999 Plan shall be appropriately adjusted by the Board of Directors.

SECTION VI. CHANGE OF CONTROL PROVISIONS.

(a) Notwithstanding any other provision of the Plan to the contrary, in the event of a Change of Control, any Options outstanding as of the date such Change of Control is determined to have occurred and not then exercisable shall become fully exercisable to the full extent of the original grant.

(b) A "Change of Control" shall mean:

(i) there shall have been consummated (a) any consolidation or merger of the Corporation in which the Corporation is not the continuing or surviving entity pursuant to which the Shares are converted into cash, securities or other property, other than a merger of the Corporation in which the ownership by the Corporation's stockholders of the securities in the surviving entity is in the same proportion as the ownership by the Corporation's stockholders of the stock in the Corporation immediately prior to the merger or (b) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Corporation; or

(ii) the stockholders of the Corporation have approved any plan or proposal for the liquidation or dissolution of the Corporation; or

(iii) any person (as that term is used in Sections 13(d) and 14(d)(2) of the 1934 Act) has become the beneficial owner (within the meaning of Rule 13d-3 promulgated under the 1934 Act) of 30% or more of the Corporation's outstanding Shares; or

(iv) that during any period of two consecutive years, individuals who, at the beginning of such period, constitute the entire Board shall cease, for any reason, to constitute a majority thereof, unless the election, or the nomination for election by the Corporation's stockholders, of each new director was approved by a vote of at least three-quarters of the directors then still in office who were directors at the beginning of the period.

SECTION VII. SHARES OF STOCK SUBJECT TO THE PLAN.

The number of shares of Common Stock that may be the subject of awards under this 1999 Plan shall not exceed an aggregate of 675,000 shares. Shares to be delivered under this 1999 Plan may be either authorized but unissued shares of Common Stock or treasury shares. Any shares subject to a Stock Option hereunder which for any reason terminates, is canceled or otherwise expires unexercised, shares reacquired by the Corporation because restrictions do not lapse and any shares reacquired by the Corporation due to restrictions imposed on the shares, shares returned because payment is made hereunder in stock of equivalent value rather than in cash, and/or shares reacquired from a recipient for any other reason shall, at such time, no longer count towards the aggregate number of shares which have been the subject of Stock Options issued hereunder, and such number of shares shall be subject to further awards under this 1999 Plan.

SECTION VIII. MISCELLANEOUS PROVISIONS.

(a) Indemnity. Neither the Board of Directors nor the Committee, nor any members of either, nor any employees of the Corporation or any parent, subsidiary, or other affiliate, shall be liable for any act, omission, interpretation, construction or determination made in good faith in connection with their responsibilities with respect to this 1999 Plan, and the Corporation hereby agrees to indemnify the members of the Board of Directors, the members of the Committee, and the employees of the Corporation and its parent or subsidiaries in respect of any claim, loss, damage, or expense (including reasonable counsel fees) arising from any such act, omission, interpretation, construction or determination to the full extent permitted by law.

(b) Participation by Foreigners. Without amending this 1999 Plan, the Committee may modify grants made to Participants who are foreign nationals or employed outside the United States so as to recognize differences in local law, tax policy, or custom.

(c) Rights of Recipients of Awards. The holder of any Stock Option granted under the 1999 Plan shall have no rights as a stockholder of the Corporation with respect thereto unless and until certificates for shares are issued.

(d) Assignment of Stock Options. No Stock Option or any rights or interests of the recipient therein shall be assignable or transferable by such recipient except by will or the laws of descent and distribution. During the lifetime of the recipient, such Stock Option shall be exercisable only by, or payable only to, the recipient thereof.

(e) Legal and Other Requirements. No shares of Common Stock shall be issued or transferred upon grant or exercise of any award under the 1999 Plan unless and until all legal requirements applicable to the issuance or transfer of such shares and such other requirements as are consistent with the 1999 Plan have been complied with to the satisfaction of the Committee. Furthermore, the Corporation is not obligated to register or qualify the shares of Common Stock to be issued upon exercise of a Stock Option under federal or state securities laws (or to register them at any time thereafter), and it may refuse to issue such shares if, in its sole discretion, registration or exemption from registration is not practical or available. The Committee may require that prior to the issuance or transfer of Common Stock hereunder, the recipient thereof shall enter into a written agreement to comply with any restrictions on subsequent disposition that the Committee or the Company deem necessary or advisable under any applicable law, regulation or official interpretation thereof. Certificates of stock issued hereunder may be legended to reflect such restrictions.

(f) Withholding of Taxes. Pursuant to applicable federal, state, local or foreign laws, the Corporation may be required to collect income or other taxes upon the grant of awards to, or exercise of a Stock Option by, a holder. The Corporation may require, as a condition to the exercise of a Stock Option, or demand, at such other time as it may consider appropriate, that the Participant pay the Corporation the amount of any taxes which the Corporation may determine is required to be withheld or collected, and the Participant shall comply with the requirement or demand of the Corporation. In its discretion, the Corporation may withhold shares to be received upon exercise of a Stock Option if it deems this an appropriate method for withholding or collecting taxes.

(g) Pledge of Shares. Notwithstanding restrictions against disposition of any award made pursuant to the 1999 Plan, the Committee, in its discretion, may permit any shares acquired under the 1999 Plan to be pledged or otherwise encumbered to secure borrowing by the recipient thereof solely for the purpose of obtaining the acquisition price to be paid for such shares, provided, that the amount of such borrowing may not exceed the acquisition price of such shares, and the recipient must provide the Corporation with a copy of the documents executed in connection with such borrowing. Any borrowing made by the recipient of an award pursuant to this paragraph (g) must permit the Corporation to repay the outstanding indebtedness and reacquire the pledged shares in the event of a default by the recipient under the borrowing documents. Nothing in this paragraph (g) shall require the Corporation to repay any indebtedness of a Participant or reacquire shares pledged hereunder.

(h) Right to Awards. No employee of the Corporation or other person shall have any claim or right to be a Participant in this 1999 Plan or to be granted an award hereunder. Neither this 1999 Plan nor any action taken hereunder shall be construed as giving any Participant any right to be retained in the employ of the Corporation. Nothing contained hereunder shall be construed as giving any Participant or any other person any equity or interest of any kind in any assets of the Company or creating a trust of any kind or a fiduciary relationship of any kind between the Company and any such person. As to any claim for any unpaid amounts under the 1999 Plan, any Participant or any other person having a claim for payments shall be an unsecured creditor.

SECTION IX. EFFECTIVE DATE AND TERM OF THIS PLAN.

The effective date of this 1999 Plan is April 27, 1999 (the "Effective Date") and awards under this 1999 Plan may be made for a period of ten years commencing on the Effective Date. The period during which a Stock Option or other award may be exercised may extend beyond that time as provided herein.

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF ALPHA INDUSTRIES, INC. AND SUBSIDIARIES AS OF AND FOR THE THREE MONTHS ENDED JUNE 27, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

3-MOS
APR-02-2000
JUN-27-1999
73,381
56,238
25,467
785
9,928
169,957
110,635
64,426
217,598
16,770
462
0
0
4,851
190,524
217,598
38,605
38,605
21,500
32,320
47
69
(620)
6,858
2,469
4,389
0
0
0
4,389
0.26
0.25

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF ALPHA INDUSTRIES, INC. AND SUBSIDIARIES AS OF AND FOR THE THREE MONTHS ENDED JUNE 28, 1998 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS. THIS SCHEDULE HAS BEEN UPDATED TO REFLECT THE THREE-FOR-TWO COMMON STOCK SPLIT DISTRIBUTED FEBRUARY 19, 1999.

3-MOS
MAR-28-1999
JUN-28-1998
12,923
5,721
17,711
641
9,788
46,505
96,605
62,700
81,548
17,949
1,156
0
0
3,963
56,132
81,548
29,955
29,955
17,132
25,651
0
69
(112)
4,416
442
3,974
0
0
0
3,974
0.25
0.25