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 December 27, 1998

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 January 24, 1999
Common Stock, par value $.25 per share	10,639,535

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Consolidated Balance Sheets
(In thousands except share and per share amounts)

	December 27, 1998 (unaudited)	March 29, 1998 (audited)
Assets		
Current assets		
Cash and cash equivalents	$ 10,433	$ 14,356
Short-term investments (Note 2)	12,322	1,493
Accounts receivable	19,318	18,500
Inventories (Note 3)	8,883	7,941
Prepayments and other current assets	2,178	883
Total current assets	53,134	43,173
Property, plant and equipment, less accumulated depreciation and amortization of $66,630 and $60,824	37,975	32,664
Other assets	1,258	1,092
	$ 92,367	$ 76,929
Liabilities And Stockholders' Equity		
Current liabilities		
Current maturities of long-term debt	$ 1,325	$ 1,876
Current maturities of capital lease obligations	--	8
Accounts payable	7,228	5,725
Payroll, commissions and related expenses	6,999	6,724
Other accrued liabilities	3,999	2,779
Total current liabilities	19,551	17,112
Long-term debt	769	1,625
Other long-term liabilities	1,882	2,370
Commitments and contingencies (Note 6)		
Stockholders' equity (Note 7)		
Common stock par value $.25 per share: authorized 30,000,000 shares; issued 10,623,036 and 10,545,167 shares	2,655	2,636
Additional paid-in capital	57,964	56,758
Retained earnings (accumulated deficit)	9,748	(3,214)
Less - Treasury shares 48,580 and 100,195 shares at cost	156	315
Unearned compensation-restricted stock	46	43
Total stockholders' equity	70,165	55,822
	$ 92,367	$ 76,929

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

Consolidated Statements of Income
(Unaudited)
(In thousands except per share data)

	Third Quarter Ended		Nine Months Ended	
	Dec. 27, 1998	Dec. 28, 1997	Dec. 27, 1998	Dec. 28, 1997
Net sales	$ 32,489	$ 30,751	$ 92,070	$ 85,027
Cost of sales	18,151	18,928	52,046	53,678
Research and development expenses	3,397	2,545	9,310	7,286
Selling and administrative expenses	5,809	5,684	16,728	16,459
Operating income	5,132	3,594	13,986	7,604
Interest expense	(61)	(126)	(231)	(397)
Interest income and other, net	231	39	647	138
Income before income taxes	5,302	3,507	14,402	7,345
Provision for income taxes	530	351	1,440	735
Net income	$ 4,772	$ 3,156	$ 12,962	$ 6,610
Net income per share diluted	$ 0.44	$ 0.30	$ 1.20	$ 0.63
Net income per share basic	$ 0.45	$ 0.31	$ 1.23	$ 0.65
Weighted average common shares diluted	10,935	10,641	10,807	10,414
Weighted average common shares basic	10,557	10,280	10,515	10,136

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

Consolidated Statements Of Cash Flows
(Unaudited)
(In thousands)

	Nine Months Ended Dec. 27, 1998	Nine Months Ended Dec. 28, 1997
Cash flows from operating activities:		
Net income	$ 12,962	$ 6,610
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization of property, plant and equipment	5,806	5,057
Contribution of treasury shares to Savings and Retirement Plan	707	606
Amortization of unearned compensation - restricted stock, net	58	30
Decrease in other liabilities and long-term benefits	(488)	(56)
(Increase)decrease in other assets	(178)	444
Change in assets and liabilities:		
Accounts receivable	(818)	(688)
Inventories	(942)	1,273
Other current assets	(1,295)	96
Accounts payable	1,503	(595)
Other accrued liabilities and expenses	1,495	2,612
Repositioning reserve	--	(798)
Net cash provided by operations	18,810	14,591
Cash flows from investing activities:		
Purchases of short-term investments	(16,908)	(843)
Maturities of short-term investments	6,079	2,061
Additions to property, plant and equipment	(11,117)	(7,529)
Net cash used in investing activities	(21,946)	(6,311)
Cash flows from financing activities:		
Payments on long-term debt	(1,407)	(2,547)
Deferred charges related to long-term debt	12	13
Payments on capital lease obligations	(8)	(208)
Proceeds from sale of stock	98	66
Exercise of stock options	518	476
Net cash used in financing activities	(787)	(2,200)
Net (decrease) increase in cash and cash equivalents	(3,923)	6,080
Cash and cash equivalents, beginning of period	14,356	5,815
Cash and cash equivalents, end of period	$ 10,433	$ 11,895

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 (in thousands):	December 27, 1998	March 29, 1998
Raw materials	$ 4,520	$ 3,916
Work-in-process	2,467	2,259
Finished goods	1,896	1,766
	$ 8,883	$ 7,941

Note 4 Significant Customer

During the nine months ended December 27, 1998 and December 28, 1997, one customer accounted for approximately 27% and 24%, respectively, of the Company's sales.

Notes To Consolidated Financial Statements (continued)
(unaudited)

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 quarters and nine months ended December 27, 1998 and December 28, 1997 is as follows (in thousands):

	Third Quarter Ended		Nine Months Ended	
	Dec. 27, 1998	Dec. 28, 1997	Dec. 27, 1998	Dec. 28, 1997
Weighted average shares (basic).....	10,557	10,280	10,515	10,136
Effect of dilutive stock options....	378	361	292	278
Weighted average shares (diluted)...	10,935	10,641	10,807	10,414

The net income used in the calculation of basic and diluted earnings per share agrees with the net income appearing in the financial statements.

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 Subsequent Event

On January 28, 1999, the Company's Board of Directors declared a 3-for-2 stock split of the outstanding shares of the Company's common stock. The stock split will be payable on February 18, 1999 to shareholders of record as of February 8, 1999. Shareholders will receive one additional share of the Company's common stock for every two shares held on the record date. The Company will pay cash in lieu of fractional shares. The data for the third quarters ended December 27, 1998 and December 28, 1997, respectively, if restated to reflect the stock split, are basic net income per share of $0.30 and $0.20; diluted net income per share of $0.29 and $0.20; basic weighted average shares of 15.8 million and 15.4 million and diluted weighted average shares of 16.4 million and 16.0 million. The data for the nine months ended December 27, 1998 and December 28, 1997, respectively, if restated to reflect the stock split, are basic net income per share of $0.82 and $0.43; diluted net income per share of $0.80 and $0.42; basic weighted average shares of 15.8 million and 15.2 million and diluted weighted average shares of 16.2 million and 15.6 million.

PART I - ITEM 2

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

Results of Operations

Sales for the first nine months of fiscal 1999 totaled $92.1 million compared with sales of $85.0 million for the same period last year. Sales for the third quarter of fiscal 1999 totaled $32.5 million compared with $30.8 million for the comparable period last year. New orders received for the first nine months of fiscal 1999 were $90.1 million, compared with $88.9 million for the same period last year. The increase in sales and orders continues to be the result of higher sales volumes due to increased demand for wireless products. The sales growth for the third quarter was fueled by shipments of new digital handsets. During the third quarter, the Company also received orders for two new product areas--a wireless personal digital assistant and an upcoming home wireless networking system. The Company's Wireless Semiconductor sector had sales of $46.3 million while the Application Specific Products (ASP) sector had sales of $27.5 million and the Ceramic Products sector had sales of $18.3 million for the first nine months of fiscal 1999. For the third quarter of fiscal 1999, these groups reported sales of $17.9 million for the Wireless Semiconductor sector, $7.7 million for the ASP sector and $6.9 million for the Ceramic Products sector. Deliveries to one customer represented approximately 27% of the Company's total sales for the first nine months of fiscal 1999 compared with 24% for the comparable period last year.

Gross profit for the first nine months of fiscal 1999 totaled $40.0 million or 43.5% of sales compared with $31.3 million or 36.9% of sales for the comparable period last year. Gross profit for the third quarter was $14.3 million or 44.1% of sales compared with $11.8 million or 38.4% of sales for the same period last year. Gross margins continue to increase quarter over quarter primarily as a result of improved operating efficiencies in all three business sectors, particularly in the Wireless Semiconductor sector which continued to leverage capacity, improve yields and reduce material costs. The Wireless Semiconductor sector reported gross margins of 42.8% while ASP reported gross margins of 51.9% and the Ceramic Products sector reported gross margins of 32.7% for the first nine months of fiscal 1999. Gross margins for the third quarter of fiscal 1999 were 45.1% for the Wireless Semiconductor sector, 49.2% for the ASP sector and 36.0% for the Ceramic Products sector.

Research and development expenses for the first nine months of fiscal 1999 were $9.3 million or 10% of sales compared with $7.3 million or 9% of sales for the same period last year. For the third quarter of fiscal 1999, research and development expenses increased 34% to $3.4 million as compared with the same quarter last year. The increased research and development is due mainly to the development of processes and applications in the Wireless Semiconductor Products group. These high volume products are targeted at the rapidly-growing wireless markets with over 75% of the Company's total research and development expenditures supporting this dynamic sector. The Company is strongly committed to continuing its investment in the GaAs IC and high volume wireless products to better serve its targeted markets, particularly as it continues to introduce new products that its key customers need.

Selling and administrative expenses totaled $16.7 million or 18.2% of sales for the first nine months of fiscal 1999 compared with $16.5 million or 19.4% of sales for the same period last year. For the third quarter ended December 27, 1998, selling and administrative expenses increased slightly to $5.8 million or 17.9% of sales, as compared to $5.7 million or 18.5% of sales for the comparable quarter last year. The year-to-date and third quarter increases in selling and administrative expenses relate primarily to selling and marketing activities consisting mainly of increased sales commissions related to higher sales volumes. Overall, selling and administrative expenses for the nine months and third quarter of fiscal 1999 declined as a percentage of sales compared with the comparable periods last year due to continued efforts to control administrative costs.

Interest expense for the first nine months and third quarter of fiscal 1999 decreased $166 thousand and $65 thousand respectively over the comparable periods last year due to a decline in borrowings. Interest income for the first nine months and quarter ended December 27, 1998 increased $509 thousand and $192 thousand, respectively, over the comparable periods last year since cash, cash equivalents and short-term investments increased $6.9 million primarily from cash generated from operations.

The Company's effective tax rate for the first nine months of fiscal 1999 was 10%. This rate differed from statutory rates primarily as a result of the utilization of net operating loss carryforwards. At December 27, 1998, the Company had available net operating loss carryforwards of approximately $12 million which expire commencing in 2004.

For the first nine months of fiscal 1999, the Company reported net income of $13.0 million or $1.20 per share diluted compared with net income of $6.6 million or $0.63 per share diluted for the comparable period last year. For the third quarter of fiscal 1999, the Company reported net income of $4.8 million or $0.44 per share diluted compared with net income of $3.2 million or $0.30 per share diluted for the same period last year. These results represent 96% and 51% increases in net income for the first nine months and the third quarter of fiscal 1999, respectively, over the same periods last year.

Financial Condition

At December 27, 1998, working capital totaled $33.6 million and included $22.8 million in cash, cash equivalents, and short-term investments, compared with $26.1 million of working capital at the end of fiscal 1998. Operations generated $18.8 million of cash principally from net income and depreciation. Uses of cash included $11.1 million for capital expenditures and $1.4 million for the repayment of long-term debt. The Company continued its investment in capital expenditures particularly for the semiconductor gallium arsenide (GaAs) wafer fab operation and the IC and discrete semiconductor assembly and test areas, as well as for improved manufacturing capabilities at the ceramics manufacturing facility. The Company remains strongly committed to adding the required capacity needed to service the wireless markets as demand continues to grow. During the first nine months of fiscal 1999, the Company incurred capital expenditures of $11.1 million of which $8.9 million related to the Wireless Semiconductor Products sector. These expenditures primarily related to the expansion of the GaAs fab which is expected to cost $18 million in total and be completed during the first quarter of fiscal 2000. This expansion is expected to significantly increase capacity.

The Company expects to generate sufficient cash from operations to fund the necessary projected levels of growth. With cash, cash equivalents, and short-term investments of $22.8 million, a $7.5 million line of credit and a $7.5 million equipment line of credit currently available, the Company believes it has adequate funds to support its current operating needs.

New Accounting Pronouncements

In June 1997, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 130, "Reporting Comprehensive Income" and No. 131, "Disclosure about Segments of an Enterprise and Related Information", which are effective for fiscal years beginning after December 15, 1997. The Company has complied with SFAS No. 130 and determined there was no effect on the Company's consolidated financial statements, and the Company is currently evaluating the effects of SFAS No. 131.

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 is effective for fiscal years beginning after June 15, 1999.

The AICPA issued Statement of Position ("SOP") 98-1, "Accounting for Costs of Computer Software Developed or Obtained for Internal Use" during fiscal 1998. SOP 98-1 requires that companies capitalize certain internal-use software costs upon meeting certain criteria. This SOP is effective for fiscal years beginning after December 15, 1998.

The Company is currently evaluating SFAS No.133 and SOP 98-1 and has not yet determined their impact on the Company's consolidated financial statements.

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, the Company has initiated a company-wide Year 2000 project under the direction of senior management.

The Company has evaluated its products and has determined that its current and past products are not date-sensitive. The Company does not expect Year 2000 exposure for products sold.

The Company has completed a comprehensive inventory of its internal information systems. Over the last several years, the Company has invested in new computer hardware and software to improve its business operations. All such systems were required to be Year 2000 compliant as a condition of purchase. The Company has developed a plan for testing critical information systems to ensure compliance. This testing is expected to be completed by April 1999.

The Company has also completed a comprehensive inventory of its equipment and facilities. The Company has developed a plan for testing critical items to ensure that they are compliant. Testing is expected to be completed by April 1999.

Upon completion of the testing of systems, facilities, and equipment, the Company will formulate contingency plans to handle the most reasonably likely worst-case scenarios.

The Company has begun formal communication with significant suppliers, customers, financial institutions, and other third parties with which the Company has a material relationship in order to determine whether those entities have adequate plans in place to ensure their Year 2000 preparedness. The Company has not yet completed its assessment of its exposure to risks relating to the Year 2000 issues of those entities with which it has a material relationship. This assessment and the development of a plan for testing critical items will be completed by April 1999. Upon completion of this assessment, the Company will formulate contingency plans to handle the most reasonably likely worst-case scenarios.

Although the Company believes its planning efforts are adequate to address its Year 2000 compliance concerns, there can be no assurances that the Company will not experience unanticipated negative consequences or material costs caused by undetected errors or defects in the technology used in its internal systems or that third parties upon which the Company relies will be compliant in a timely manner and will not have any material effect on the Company.

Other Matters

Safe Harbor Statement - Except for the historical information contained herein, this Form 10-Q contains forward-looking statements that are inherently subject to risks and uncertainties. The Company's results could differ materially based on various factors, including without limitation: cancellation or deferral of customer orders, 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 financial results is included in the Company's periodic reports filed with the S.E.C., including the most recent Form 10-K for the fiscal year ended March 29, 1998 and any subsequent Form 10-Qs.

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 December 27, 1998, 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 $2.1 million at December 27, 1998. 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)*.

(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) 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)*.

(j) 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)

(k) 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)

(l) 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)*.

(m) 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 quarter ended September 27, 1998)*. (1)

(n) 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 quarter ended September 27, 1998)*. (1)

(o) Lease Agreement between MIE Properties, Inc. and Trans-Tech, Inc. (Filed as Exhibit 10(r) to the Quarterly Report on Form 10-Q for the quarter ended September 29, 1996)*.

(p) 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)

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

(r) Severance Agreement dated December 11, 1998 between the Registrant and Jean-Pierre Gillard.(1)

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

(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 December 27, 1998.

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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 herein.
**Reference is made to Note 5 of the notes to Consolidated Financial Statements on Page 7 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: February 5, 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(R)

December 11, 1998

Jean Pierre Gillard
Alpha Industries, Inc.
20 Sylvan Road
Woburn, MA 01801

Re: Severance Agreement

Dear J.P.:

This letter is to confirm the severance arrangements that we have offered to you as a Vice President of Alpha Industries, Inc. ("Alpha").

1. If: (i) a Change in Control occurs while you are employed by Alpha, and (ii) your employment with Alpha is voluntarily or involuntarily terminated within two (2) years thereafter, then: (a) Alpha will pay you two (2) years of salary continuation (and any bonus guaranteed or earned prior to the date of termination) in accordance with the terms and conditions of this letter, and (b) all Alpha stock options then outstanding and held by you, whether or not by their terms then exercisable, will, subject to their other terms and conditions, become immediately exercisable and remain exercisable for a period of ninety (90) days after the date of employment termination.

2. A "Change in Control" will be deemed to have occurred if the Continuing Directors of Alpha shall have ceased for any reason to constitute a majority of the Board of Directors of Alpha. For this purpose, a "Continuing Director" will include any member of the Board of Directors of Alpha as of the date of this letter and any person nominated for election to the Board of Directors of Alpha by a majority of the then Continuing Directors.

3. If, at any time, (i) your employment with Alpha is involuntarily terminated without Cause, or (ii) you resign voluntarily within 30 days after a reduction in your salary or benefits (other than a reduction applicable generally to the officers of Alpha and other than a reduction in the number of stock options granted to you in any year), then: (a) Alpha will pay you two (2) years of salary continuation (at the rate in effect before any salary reduction), and any bonus guaranteed or earned prior to the date of termination, in accordance with the terms and conditions of this letter, and (b) all Alpha stock options then outstanding and held by you, whether or not by their terms then exercisable, will, subject to their other terms and conditions, become immediately exercisable and remain exercisable for a period of ninety (90) days after the date of employment termination.

4. "Cause" will mean: (a) deliberate dishonesty detrimental to the best interests of Alpha or any subsidiary, or (b) conduct constituting moral turpitude, or (c) willful disloyalty to Alpha, or (d) refusal or failure to obey the directions of the CEO of Alpha, or (e) incompetent performance or substantial or continuing inattention to or neglect of duties and responsibilities assigned to you.

5. Salary continuation payments under this letter will: (a) be made at the same rate as you were receiving on the date of employment termination; (b) be paid in equal periodic installments at such intervals as Alpha shall generally pay its officers, and (c) be reduced by the amount of any compensation that you receive from any person for services rendered during the salary continuation period. Notwithstanding the foregoing, you will not receive any salary continuation payments for any period in which you fail to actively seek gainful employment.

6. During the term of your employment with Alpha and for the first twelve (12) months after the date on which your employment with Alpha is voluntarily or involuntarily terminated (the "Noncompete Period"), you will not, directly or indirectly, whether as owner, partner, shareholder, director, consultant, agent, employee, or otherwise, or through any person, engage in any employment, consulting or other activity which competes with the business of Alpha or any subsidiary or affiliate of Alpha (collectively, the "Company"). You acknowledge and agree that your direct or indirect participation in the conduct of such competing business alone or with any person will materially impair the business and prospects of Alpha. During the Noncompete Period, you will not (i) attempt to hire any director, officer, employee or agent of the Company, (ii) assist in such hiring by any other person, (iii) encourage any person to terminate his or her employment or business relationship with the Company, (iv) encourage any customer or supplier of the Company to terminate its relationship with the Company, or (v) obtain, or assist in obtaining, for your own benefit (other than indirectly as an employee of the Company) any customer of the Company. If any of the restrictions provided for in this Section 6 are adjudicated to be excessively broad as to scope, geographic area, time or otherwise, said restriction shall be reduced to the extent necessary to make the restriction reasonable and shall be binding on you as so reduced. Any provisions of this Section 6 not so reduced shall remain in full force and effect. It is understood that during the Noncompete Period, you will make yourself available to the Company for consultation on behalf of the Company, upon reasonable request and at a reasonable rate of compensation and at reasonable times in light of any commitment you may have to a new employer. You understand and acknowledge that the Company's remedies at law for breach of any of the restrictions in this Section are inadequate and that any such breach will cause irreparable harm to the Company. You therefore agree that in addition and as a supplement to such other rights and remedies as may exist in the Company's favor, the Company may apply to any court having jurisdiction to enforce the specific performance of the restrictions in this Section, and may apply for injunctive relief against any act which would violate those restrictions.

Please sign both copies of this letter and return one to me. If you have any questions, please feel free to call me or Jim Nemiah.

Sincerely,	AGREED TO:

Thomas C. Leonard	Date:
President and CEO	---------------------

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF ALPHA INDUSTRIES, INC. AND SUBSIDIARIES AS OF AND FOR THE NINE MONTHS ENDED DECEMBER 27, 1998 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

9-MOS
MAR-28-1999
MAR-30-1998
DEC-27-1998
10,433
12,322
19,961
643
8,883
53,134
104,605
66,630
92,367
19,551
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2,655
67,510
92,367
92,070
92,070
52,046
78,084
(15)
170
(401)
14,402
1,440
12,962
0
0
0
12,962
1.23
1.20