SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): DECEMBER 12, 1995

KIMBERLY-CLARK CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	1-225	39-0394230
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

P.O. BOX 619100, DALLAS, TEXAS	75261-9100
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (214) 281-1200

N/A
(Former name or former address, if changed since last report.)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On December 12, 1995, Scott Paper Company, a Pennsylvania corporation ("Scott"), became a wholly-owned subsidiary of Kimberly-Clark Corporation, a Delaware corporation ("Kimberly-Clark"), upon consummation of the merger (the "Merger") contemplated by the Agreement and Plan of Merger dated as of July 16, 1995 (the "Merger Agreement") among Kimberly-Clark, a wholly-owned subsidiary of Kimberly-Clark, and Scott.

Pursuant to the Merger Agreement, each common share, without par value, of Scott ("Scott Common Shares") outstanding immediately prior to the Effective Time (as defined in the Merger Agreement) of the Merger (other than shares owned directly or indirectly by Kimberly-Clark or Scott, which shares were cancelled) was converted into 0.780 of a share of common stock, $1.25 par value, of Kimberly-Clark ("Kimberly-Clark Common Stock"), including the corresponding percentage of a right to purchase shares of Series A Junior Participating Preferred Stock, without par value, of Kimberly-Clark. The only right which the holder of certificate(s) that represented Scott Common Shares immediately prior to the Effective Time has with respect thereto is to receive, upon surrender to the Exchange Agent (as defined in the Merger Agreement) of all such certificate(s): (i) a certificate representing the number of whole shares of Kimberly-Clark Common Stock into which his, her or its Scott Common Shares have been converted, (ii) certain dividends and other distributions previously withheld in accordance with Section 1.7 of the Merger Agreement pending the exchange of stock certificate(s) and (iii) cash in lieu of any fractional share of Kimberly Clark Common Stock in accordance with Section 1.8 of the Merger Agreement. Cash distributions will not bear interest.

A copy of the Press Release issued by Kimberly-Clark on December 12, 1995 with respect to the Merger is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The other information required by this item has been previously reported by Kimberly-Clark or Scott and is included or incorporated by reference in the Joint Proxy Statement/Prospectus (the "Proxy Statement/Prospectus") which constitutes a part of Kimberly-Clark's Registration Statement on Form S-4 (Registration No. 33-64063).

ITEM 5. OTHER EVENTS.

On December 12, 1995, Kimberly-Clark announced that it had reached an agreement with the Antitrust Division of the United States Department of Justice and the Texas State Attorney General on a proposed consent decree (the "Consent Decree") which requires Kimberly-Clark to divest the Scotties facial tissue business and to sell up to two of four specified tissue mills in the United States. The proposed Consent Decree also requires Kimberly-Clark to divest three brands of wipes -- Baby Fresh, Wash-a-bye Baby and Kid Fresh, as well as the Dover, Delaware plant where they are produced.

On December 12, 1995, Kimberly-Clark also announced (the "EC Announcement") that the European Commission (the "EC") had lifted its suspension order that prohibited the consummation of the Merger. As a part of its action, the EC required Kimberly-Clark's and Scott's European operations be held separate pending completion of the EC's review of the Merger in January 1996.

On December 13, 1995, Kimberly-Clark announced (the "Future Operations Announcement") some of its immediate plans to combine certain of the worldwide operations of Kimberly-Clark and Scott and certain of the anticipated costs and savings related thereto.

Copies of the Press Releases issued by Kimberly-Clark on December 12, 1995 with respect to the Consent Decree and the EC Announcement and on December 13, 1995 with respect to the Future Operations Announcement are attached hereto as Exhibits 99.2, 99.3 and 99.4, respectively, and each is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of businesses acquired:

The Scott financial statements required by this item have been previously reported by Scott and are included or incorporated by reference in the Proxy Statement/Prospectus.

(b) Pro forma financial information:

It is not practical for Kimberly-Clark to provide at this time the pro forma financial statements to reflect the estimated impact of the Merger on the historical Consolidated Financial Statements of Kimberly-Clark at September 30, 1995 and for the nine-month periods ended September 30, 1994 and 1995. Such pro forma financial statements are expected to be filed as an amendment to this Current Report on Form 8-K no later than January 15, 1996; and in no event will such amendment be filed later than February 26, 1996.

The other pro forma financial statements required by this item have been previously reported by Kimberly-Clark and are included in the Proxy Statement/Prospectus.

(c) Exhibits:

99.1	Press release issued by Kimberly-Clark on December 12, 1995 with respect to the Merger.
99.2	Press release issued by Kimberly-Clark on December 12, 1995 with respect to the Consent Decree.
99.3	Press release issued by Kimberly-Clark on December 12, 1995 with respect to the EC Announcement.
99.4	Press release issued by Kimberly-Clark on December 13, 1995 with respect to the Future Operations Announcement.

SIGNATURE

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.

KIMBERLY-CLARK CORPORATION

Date: December 20, 1995

By: O. GEORGE EVERBACH

O. George Everbach
Senior Vice President
Law and Government Affairs

EXHIBIT INDEX

The following Exhibits are filed herewith:

EXHIBIT	DESCRIPTION
99.1	Press release issued by Kimberly-Clark on December 12, 1995 with respect to the Merger.
99.2	Press release issued by Kimberly-Clark on December 12, 1995 with respect to the Consent Decree.
99.3	Press release issued by Kimberly-Clark on December 12, 1995 with respect to the EC Announcement.
99.4	Press release issued by Kimberly-Clark on December 13, 1995 with respect to the Future Operations Announcement.

EXHIBIT 99.1

P.O. Box 619100
Dallas, Texas 75261-9100

[LOGO] Kimberly-Clark Corporation

For Release:

For Further Information:

Angie McCoy
(214) 281-1486

KIMBERLY-CLARK AND SCOTT COMPLETE $9.4 BILLION MERGER

MERGER CREATES SECOND LARGEST U.S. HOUSEHOLD AND PERSONAL CARE PRODUCTS COMPANY AND WORLD'S LEADING TISSUE MANUFACTURER

DALLAS, December 12, 1995 -- Kimberly-Clark Corporation and Scott Paper Company today finalized a $9.4 billion merger following overwhelming approval by stockholders voting at separate meetings in Dallas and Boca Raton.

Scott shareholders will receive 0.78 of a share of newly issued Kimberly-Clark common stock for each share of Scott's common stock in a tax-free exchange. As a result, the combined company will have a total of approximately 280 million shares outstanding. The merged company, with annual sales of more than $12 billion, will operate under the Kimberly-Clark name and will trade on the New York Stock Exchange under the ticker symbol "KMB."

"Today, we have witnessed the birth of a much stronger Kimberly-Clark Corporation -- in both a financial and strategic sense," said Wayne R. Sanders, chairman and chief executive officer of Kimberly-Clark. "We are now one company with a diversified line of some of the world's best-known, most trusted brands including Kleenex, Scott, Cottonelle, Viva, Huggies, Kotex and Depend."

Mr. Sanders said: "Since the merger agreement was announced in July, we have made excellent progress toward achieving our priorities. First, we wanted to be ready for business on day one as one company, and we are. Second, we wanted to establish from the beginning an organization that is the right size for the future. We now expect to exceed our initial projections for potential cost savings.

"Third, we planned to move quickly to benefit from our global scale in our three core businesses: personal care products, consumer tissue and away-from-home products. This is the new platform from which we will launch our next stage of growth. For those who thought of Kimberly-Clark as a great diaper company, this merger has given us two other strong global businesses with brands that we will now leverage around the world.

"And fourth, we wanted to maintain our intense focus on product innovation. I'm pleased to say that consumers can expect to see a number of product-related announcements within the next six months."

Effective today, John F. Fort, III, Peter Harf and Gary L. Roubos, each of whom served on Scott's board of directors, join Kimberly-Clark's board. Mr. Fort is the former chairman, president and chief executive officer of Tyco International, Inc. Mr. Harf is chairman and chief executive officer of Joh. A. Benckiser GmbH, and Mr. Roubos is chairman of Dover Corporation.

Kimberly-Clark, a Fortune 100 company, is a leading manufacturer of personal care, consumer tissue and away-from-home products. The company's well-known personal care brands include Huggies, Pull-Ups, Goodnites, Kotex, New Freedom, Poise and Depend. Consumer tissue products are marketed under the famous trademarks Kleenex, Scott, Cottonelle, Viva and Job Squad.

For industrial, hotel and institutional uses, the company makes away-from-home tissue and nonwoven products with such brand names as Scott, Surpass, Kimwipes and Wypall. Kimberly-Clark also manufactures professional health care products, newsprint and premium business, correspondence and technical papers. Worldwide, the company has operations in 32 countries and its products are sold in 150 countries.

EXHIBIT 99.2

KIMBERLY-CLARK CORPORATION
DALLAS, TEXAS
Contact: Tina Barry
(214) 281-1484

SCOTT PAPER COMPANY
BOCA RATON, FLORIDA
Contact: Ed Fishbough
(407) 989-2321
Pete Judice
(212) 614-4506

For Immediate Release:

KIMBERLY-CLARK/SCOTT PAPER MERGER CLEARED
BY DEPARTMENT OF JUSTICE

MERGER TO CLOSE LATER TODAY

DALLAS and BOCA RATON, December 12, 1995 -- Kimberly-Clark Corporation (NYSE:KMB) and Scott Paper Company (NYSE:SPP) said they are pleased to have reached agreement with the Antitrust Division of the U.S. Department of Justice on a consent decree for their proposed merger. At separate meetings in Dallas and Boca Raton earlier today, shareholders of both companies overwhelming approved the merger which is expected to close this afternoon.

The consent decree requires the combined company to divest the Scotties facial tissue business and, consequently, to sell up to two to four tissue mills in the U.S. Of the four mills Kimberly-Clark will offer for sale, two are in Neenah, Wis., one is in Marinette, Wis., and the other is in Ft. Edward, N.Y. Also under the Department of Justice agreement, the company will divest three brands of wipes -- Baby Fresh, Wash-a-bye Baby and Kid Fresh -- and the Dover, Del., plant where they are produced.

"We will make every effort to sell the facilities as operating businesses so the jobs will continue to exist, but under new ownership," said Wayne R. Sanders, chairman and chief executive officer of Kimberly-Clark.

Earlier today, the European Commission announced the lifting of its suspension order, allowing the companies to close the merger on the condition that the companies manage their European operations separately pending completion of the Commission's review in January.

Under the terms of the merger, Scott shareholders will receive 0.78 of a share of Kimberly-Clark common stock for each share of Scott common stock. The combined company will then have a total of approximately 280 million shares outstanding.

Kimberly-Clark and Scott originally announced their merger agreement on July 17, 1995. The merger will create a global consumer products company with approximately $12 billion in annual revenues. The combined company will offer a diversified product line with such well-known brand names as Kleenex, Scott, Cottonelle, Viva, Huggies, Kotex and Depend.

EXHIBIT 99.3

KIMBERLY-CLARK CORPORATION
DALLAS, TEXAS
Contact: Tina Barry
(214) 281-1484

SCOTT PAPER COMPANY
BOCA RATON, FLORIDA
Contact: Ed Fishbough
(407) 989-2321
Pete Judice
(212) 614-4506

For Immediate Release:

EUROPEAN COMMISSION ALLOWS KIMBERLY-CLARK/SCOTT GLOBAL MERGER TO PROCEED

LIFTING OF SUSPENSION ORDER CLEARS WAY FOR MERGER TO CLOSE TODAY

DALLAS and BOCA RATON, December 12, 1995 -- Kimberly-Clark Corporation (NYSE:KMB) and Scott Paper Company (NYSE:SPP) said they are pleased the European Commission has accepted the companies' request to be allowed to proceed on schedule with their global merger. In a statement earlier today, the Commission announced it was lifting its suspension order that prohibited the completion of the merger and it would allow the companies to manage their European operations separately pending completion of the Commission's review in January.

Kimberly-Clark and Scott will hold separate shareholder meetings today, December 12, at which shareholders will vote on the proposed merger. Upon approval by the shareholders of both companies, the merger will then become effective later today.

Noting Commissioner Karel Van Miert's comment last week that progress had been made in clearing the case, Wayne R. Sanders, chairman and chief executive officer of Kimberly-Clark, and Albert J. Dunlap, chairman and chief executive officer of Scott Paper, said in a joint statement: "We are encouraged by this positive news from the European Commission. The Commission's direct, professional approach to resolving competitive concerns has enabled us to conduct frank negotiations to address their issues."

They added: "The Commission's main concern has been the combined company's potential share of the consumer tissue market in the United Kingdom and Ireland. We are optimistic that our proposals will satisfy their concerns and will result in an acceptable business solution."

The companies expect to reach agreement with the U.S. Department of Justice on a consent decree this morning.

Under the terms of the merger, Scott shareholders will receive 0.78 of a share of Kimberly-Clark common stock for each share of Scott common stock. The combined company will then have a total of approximately 280 million shares outstanding.

Kimberly-Clark and Scott originally announced their merger agreement on July 17, 1995. The merger will create a global consumer products company with approximately $12 billion in annual revenues. The combined company will offer a diversified product line with such well-known brand names as Kleenex, Scott, Cottonelle, Viva, Huggies, Kotex and Depend.

EXHIBIT 99.4

P.O. Box 619100
Dallas, Texas 75261-9100

[LOGO] Kimberly-Clark Corporation

For Release:

For Further Information:

Angie McCoy
(214) 281-1486

KIMBERLY-CLARK UNVEILS PLAN TO INTEGRATE
K-C AND SCOTT OPERATIONS WORLDWIDE

PLAN TO YIELD OVER $500 MILLION IN ANNUAL SAVINGS

DALLAS, December 13, 1995 -- One day after its merger with Scott Paper Company, Kimberly-Clark Corporation today unveiled a corporate-wide integration plan that is expected to yield annual cost savings of more than $500 million in 1998. The plan includes the sale of up to 12 mills worldwide and the elimination of about 6,000 positions. Separately, Wayne R. Sanders, chairman and chief executive officer of the combined company, said that analysts' consensus earnings estimate of $4.94 per share in 1996 is "realistic."

Speaking to reporters and securities analysts in New York City, Mr. Sanders said: "This integration plan will improve our competitiveness by creating economies of scale and leveraging company-wide synergies. In short, this plan is about maximizing value for our customers and our shareholders."

He added that the merger is more than a cost-cutting story: "It is a story about volume growth fueled by greater opportunities to serve more people worldwide. We're now a strategically and financially stronger company with leadership positions not only in diapers and other personal care products, but also in consumer tissue and away-from-home products. With the merger, Kimberly-Clark now has annual sales of more than $12 billion and the potential to accelerate earnings growth.

"With the benefit of five months of integration planning, we now expect to achieve our initial savings projection of $400 million annually one year sooner -- in 1997. And, in 1998 when the benefits of the integration plan are fully realized, we expect annual savings to exceed $500 million," he said. "That excludes any potential savings in Mexico and Canada where Kimberly-Clark and Scott businesses continue to operate separately pending further analysis of our business options."

To achieve the benefits of the merger and to meet regulatory requirements, Mr. Sanders said the company plans to sell up to 12 manufacturing facilities worldwide that employ about 3,300 people, and to eliminate another 2,700 duplicate staff and sales positions. That amounts to a total reduction of 6,000 jobs, or 10 percent of the combined company's workforce.

"With regard to the manufacturing facilities, we will make every effort to sell these as operating businesses so those 3,300 jobs will continue to exist, but under new ownership," Mr. Sanders said.

Under an agreement with the U.S. Justice Department, the company has agreed to divest the Scotties facial tissue business and, consequently, to sell up to two of four tissue mills in the U.S. Of the four mills Kimberly-Clark will offer for sale, two are in Neenah, Wis., one is in Marinette, Wis., and the other is in Ft. Edward, N.Y. Also under the Department of Justice agreement, the company will divest three brands of wipes -- Baby Fresh, Wash-a-bye Baby and Kid Fresh -- and the Dover, Del., plant where they are produced.

The other plants to be divested are in Europe and other locations outside the U.S. Mr. Sanders said the company will announce the European plants early next year following clearance by the European Commission. The Commission is expected to reach a final decision in January on Kimberly-Clark's proposal to license Kleenex bathroom tissue in the U.K. and Ireland. Until that time, Kimberly-Clark's and Scott's European operations will be managed separately.

As part of the integration plan, Kimberly-Clark also will close duplicate headquarters and office facilities in Boca Raton, Fla., Wilmington, Del., and Essington, Penn., by mid-1996.

To cover the costs of integrating the two companies, Kimberly-Clark will take a $1.4 billion restructuring charge in the fourth quarter of this year. Of that amount, about $390 million is for severance, relocation expenses and other employee-related costs. The net amount for facility disposal is approximately $285 million after subtracting the expected proceeds from the sale of mills. Fees and expenses for the merger itself total about $130 million, with miscellaneous merger-related costs such as contract termination fees totaling more than $120 million. The remainder of the charge, nearly $475 million, is asset-related write-offs and write-downs.

Commenting on marketing plans, Mr. Sanders said in North America the company will maintain the Kleenex brand as a full line of premium tissue products and the Scott brand as a full line of value products. The premium brands of Viva and Job Squad towels and Cottonelle bathroom tissue will become sub-brands under the Kleenex name.

As for the 1996 earnings outlook, Mr. Sanders said he expects it to be "an excellent year, although one that is difficult to forecast." He noted that the range of analysts' earnings estimates of $4.35 to $5.30 per share is unusually wide, but understandable given the uncertain timing of divestitures and the company's lack of firsthand experience with Scott's operations.

"This range recognizes that there is a higher probability than usual for variations -- both up and down," he said. "At this point, I can say that the merger will be additive to earnings per share in 1996 and that the consensus estimate of $4.94 per share is a realistic number given what we know today."

Kimberly-Clark, a Fortune 100 company, is a leading manufacturer of personal care, consumer tissue and away-from-home products. The company's well-known personal care brands include Huggies, Pull-Ups, GoodNites, Kotex, New Freedom, Poise and Depend. Consumer tissue products are marketed under the famous trademarks Kleenex, Scott, Cottonelle, Viva and Job Squad.

For industrial, hotel and institutional uses, the company makes away-from-home tissue and nonwoven products with such brand names as Scott, Surpass, Kimwipes and Wypall. Kimberly-Clark also manufactures professional health care products, newsprint and premium business, correspondence and technical papers. Worldwide, the company has operations in 32 countries and its products are sold in 150 countries.

KIMBERLY-CLARK CORPORATION

INTEGRATION PLAN FACT SHEET

TIMING:

Integration of the two companies will begin immediately and will be substantially completed by December 31, 1996. In Europe, it may take longer to sell certain facilities, and the process will likely continue into 1997.

HEADCOUNT & FACILITIES:

Headcount will be reduced by approximately 6,000 positions, or 10% of the combined pre-merger workforce, by the end of 1997. Positions will come from both Kimberly-Clark and former Scott sites. Kimberly-Clark will sell up to 12 manufacturing facilities worldwide and will close several administrative and headquarters offices.

Mill vs. Staff Positions:

- -- Reduction of 3,300 positions through the sale of manufacturing facilities. Most of these jobs are expected to continue to exist, but under new ownership.

- -- Elimination of 2,700 duplicate staff and sales positions worldwide.

Facilities:

- -- Scott's Dover, Del., facility will be sold to comply with an agreement with the U.S. Department of Justice to divest three brands of wipes -- Baby Fresh, Wash-a-bye Baby and Kid Fresh.

- -- Also under this agreement, the company must divest the Scotties facial tissue business and, consequently, will sell up to two of the following manufacturing facilities in the U.S.:

    Scott's Ft. Edward tissue converting facility in Ft. Edward, N.Y.
    Scotties facial tissue assets in the mill in Marinette, Wis.
    Kimberly-Clark's Lakeview tissue mill in Neenah, Wis.
    Kimberly-Clark's Badger Globe tissue mill in Neenah, Wis.

- -- Three former Scott Paper administrative and research offices will be closed:

    Boca Raton, Fla., headquarters by April 30, 1996
    Wilmington, Del., administrative offices by July 31, 1996
    Essington, Penn., (near Philadelphia) technology center by March 1, 1996

- -- Kimberly-Clark will announce the disposition of facilities in Europe after the European Commission has approved the merger early next year.

INTEGRATION PLAN SAVINGS:

The integration plan will yield annual cost savings of at least $250 million in 1996, $400 million or more in 1997 and over $500 million in 1998 and beyond. Savings will come from:

- -- Consolidating workforces and realigning facilities

- -- Combined purchasing power of the two companies

- -- Efficiencies in the distribution of products

- -- Benefits of joint advertising and sales promotions

INTEGRATION PLAN COSTS:

Kimberly-Clark will take a $1.4 billion restructuring charge in the fourth quarter of this year. The charge includes:

-- $390 million for employee-related costs (severance, relocation, etc.)

-- $285 million related to disposition of facilities after subtracting estimated proceeds from the sale of manufacturing facilities

-- $130 million in fees and expenses to execute the merger

-- $120 million for miscellaneous costs, such as contract terminations

-- $475 million in asset-related write-offs and write-downs