As filed with the Securities and Exchange Commission on September 9, 1981
Registration No. 2

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-14

REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

MANVILLE CORPORATION

(Exact name of Registrant as specified in charter)

Delaware	To be applied for
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
Ken Caryl Ranch Denver, Colorado (Address of principal executive offices)	80217 (Zip Code)

Registrant's telephone number including area code:
(303) 978-2000

G. EARL PARKER
President
Manville Corporation
Ken Caryl Ranch
Denver, Colorado 80217
(Name and address of agent for service)

Copy to:

WILLIAM D. TUCKER, JR., ESQUIRE
Davis Polk & Wardwell
1 Chase Manhattan Plaza
New York, N.Y. 10005

Approximate date of commencement of proposed sale to the public: As soon as practicable after the Registration Statement becomes effective.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, $2.50 Par Value per share	25,222,274 shs.	$15.625	$394,098,031	$78,819
Cumulative Preferred Stock, $5.40 Series, $1.00 Par Value per share	4,635,489 shs.	$35.750	$165,718,731	$33,143

(1) Estimated solely for the purpose of computing the Registration Fee in accordance with Rule 457(e)(1) at the closing sale prices for Johns-Manville Corporation's Common Stock and Cumulative Preferred Stock, $5.40 Series on the composite tape for issues listed on the The New York Stock Exchange, Inc. on September 8, 1981.

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JOHNS-MANVILLE CORPORATION
Ken-Caryl Ranch
Denver, Colorado 80217

JOHN A. MCKINNEY
Chairman of the Board and
Chief Executive Officer

September 11, 1981

Dear Stockholders:

You are cordially invited to attend a special meeting of the stockholders of Johns-Manville Corporation ("JM") to be held at The Montchanin Building, Room 11631, 100 West Tenth Street, Wilmington, Delaware 19801, on Thursday, October 29, 1981 at 10 A.M. (local time).

At the meeting, holders of JM's Common Stock will be asked to vote upon a proposed change in the corporate structure of JM. While holders of the JM $5.40 Preferred Stock are receiving notice of the meeting and are welcome to attend, they will not be entitled to vote.

The primary purpose of the special meeting will be to create a new parent company, Manville Corporation, organized under Delaware law. This will be accomplished by having JM merge with a subsidiary of Manville Corporation (the "Merger"). If the Merger is approved and consummated, each share of Common Stock ($2.50 par value) of JM will be converted into one (1) share of Common Stock ($2.50 par value) of Manville Corporation and each share of Cumulative Preferred Stock, $5.40 Series ($1.00 par value, $65 Stated Value) of JM will be converted into one (1) share of Cumulative Preferred Stock, $5.40 Series ($1.00 par value, $65 Stated Value) of Manville Corporation. Manville Corporation will also assume liability in respect of the publicly held and bank debt of JM and its subsidiaries and is expected to replace JM as guarantor of the privately held debt of Manville Forest Products Corporation and of a real estate subsidiary.

Following the Merger, Manville Corporation will have five directly owned subsidiaries, each of which will conduct one or more of the principal businesses of JM, most of which are presently conducted in the United States by one subsidiary of JM. On completion of the Merger and other corporate restructuring, separate subsidiaries of Manville Corporation will conduct, for example, the businesses conducted in foreign countries and export trade; the paper and other forest products operations; the building materials operations including fiber glass insulation; the roofing, pipe, asbestos fiber and asbestos products operations; and the mineral and industrial specialties operations. Please see the information in the accompanying Proxy Statement under the caption, "The Merger and Related Corporate Reorganization" for a statement of the businesses and assets involved in the reorganization and their ultimate places in the reorganized corporate structure.

The intent of the corporate reorganization is to separate clearly the various businesses in which JM is engaged and to have each principal segment function, and be perceived, as distinct from the other segments as to its business, assets and liabilities. It is believed by your Board of Directors and JM management that the public perception and understanding of JM has become distorted, to the

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detriment of JM's stockholders, as a consequence of unfavorable publicity and litigation involving the asbestos-related aspects of JM's businesses. There has been insufficient recognition of the other major JM businesses which account for well in excess of a majority of JM's sales and earnings. With the reorganization, accompanied by a change of name to Manville Corporation, it is anticipated that a better recognition of these facts and a better understanding of JM's businesses will ensue.

The Board of Directors of JM believes the Merger and related corporate reorganization are in the best interests of JM and its stockholders. THE BOARD OF DIRECTORS OF JM UNANIMOUSLY RECOMMENDS THAT THE HOLDERS OF COMMON STOCK VOTE IN FAVOR OF THE MERGER.

I urge holders of JM Common Stock to read the accompanying proxy statement and the attachments carefully and to complete and sign the enclosed proxy card and return it as soon as possible in the enclosed postage-paid return envelope so that their shares will be represented at the meeting.

If the Merger is approved and becomes effective, stockholders of record on the effective date, presently expected to be October 30, 1981, will automatically become stockholders of record of Manville Corporation. It will not be necessary to turn in either the Preferred or Common certificates you now hold in exchange for stock certificates of Manville Corporation. You will receive your dividends, reports and other notices with respect to Manville Corporation exactly as you have in the past with respect to JM. ***Please do not send your stock certificates to JM or its Transfer Agent in connection with the Merger.***

Your vote is important regardless of the number of Common shares you hold. The affirmative vote of the holders of two-thirds of the outstanding shares of JM Common Stock is required to authorize the Merger. YOUR FAILURE TO VOTE WILL HAVE THE SAME EFFECT AS A NEGATIVE VOTE.

Sincerely Yours,



J. A. McKINNEY

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, IF YOU ARE A HOLDER OF COMMON STOCK, PLEASE COMPLETE, SIGN AND RETURN YOUR PROXY CARD. IF YOU ATTEND THE MEETING YOU MAY VOTE IN PERSON IF YOU WISH EVEN THOUGH YOU HAVE PREVIOUSLY RETURNED YOUR PROXY CARD.

Manville Corporation Form S-14 and John A. McKinney's Letter to Stockholders on the Reorganization (1981) Published by AsbestosClaims.Law
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