UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2004

OR

o **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 0-7647

HAWKINS, INC.
(Exact name of registrant as specified in its charter)

MINNESOTA	**41-0771293**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3100 EAST HENNEPIN AVENUE, MINNEAPOLIS, MINNESOTA 55413
(Address of principal executive offices, including zip code)

(612) 331-6910
(Registrant's telephone number, including area code)

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 ☒ NO o

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

YES ☒ NO o

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 AUGUST 9, 2004
Common Stock, par value $.05 per share	10,216,688

HAWKINS, INC.
INDEX TO FORM 10-Q

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

HAWKINS, INC.
CONDENSED BALANCE SHEETS

	JUNE 30, 2004 (UNAUDITED)	MARCH 28, 2004 (DERIVED FROM AUDITED FINANCIAL STATEMENTS)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 3,578,362	$ 1,558,969
Investments available-for-sale	21,894,043	22,364,439
Trade receivables – net	11,949,743	11,308,851
Inventories	9,149,912	8,887,081
Prepaid expenses and other current assets	2,066,648	3,566,891
Total current assets	48,638,708	47,686,231
PROPERTY, PLANT AND EQUIPMENT- net	30,174,038	29,532,485
INTANGIBLE ASSETS - less accumulated amortization of $1,655,743 and $1,584,871, respectively	2,707,306	2,778,178
OTHER ASSETS	2,474,983	2,620,011
	$ 83,995,035	$ 82,616,905
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable – trade	$ 6,973,419	$ 4,752,049
Dividends payable	—	1,839,004
Other current liabilities	4,810,335	6,417,231
Total current liabilities	11,783,754	13,008,284
OTHER LONG-TERM LIABILITIES	52,817	89,133
DEFERRED INCOME TAXES	1,505,443	1,614,843
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Common stock, par value $.05 per share; 10,216,688 shares issued and outstanding	510,834	510,834
Additional paid-in capital	37,747,492	37,747,492
Accumulated other comprehensive income	15,400	196,328
Retained earnings	32,379,295	29,449,991
Total shareholders' equity	70,653,021	67,904,645
	$ 83,995,035	$ 82,616,905

See accompanying notes to condensed financial statements.

HAWKINS, INC.
CONDENSED STATEMENTS OF INCOME

	THREE MONTHS ENDED JUNE 30	
	2004	2003

	(UNAUDITED)	
Sales	$ 29,955,818	$ 29,066,867
Cost of sales	21,370,342	20,630,734
Gross margin	8,585,476	8,436,133
Selling, general and administrative expenses	4,204,845	4,192,655
Income from operations	4,380,631	4,243,478
Investment income	196,173	222,538
Income before income taxes	4,576,804	4,466,016
Provision for income taxes	1,647,500	1,674,000
Net income	$ 2,929,304	$ 2,792,016
Weighted average number of shares outstanding	10,216,688	10,216,688
Earnings per share - basic and diluted	$ 0.29	$ 0.27

See accompanying notes to condensed financial statements.

HAWKINS, INC.
CONDENSED STATEMENTS OF CASH FLOWS

	THREE MONTHS ENDED JUNE 30 2004	2003
	(UNAUDITED)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 2,929,304	$ 2,792,016
Reconciliation to cash flows:		
Depreciation and amortization	785,622	719,182
(Gain) loss from property disposals	(18,876)	10,809
Changes in operating accounts (requiring) providing cash:		
Trade receivables	(640,892)	(208,060)
Inventories	(262,831)	(258,065)
Accounts payable	2,221,370	129,854
Other liabilities	(1,643,212)	(724,110)
Other	1,494,703	450,081
Net cash provided by operating activities	4,865,188	2,911,707
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(1,388,660)	(965,678)
Purchases of investments	(1,421,029)	(779,029)
Sale and maturities of investments	1,701,097	2,012,525
Proceeds from disposal of property	51,233	19,498
Payments received on notes receivable	50,568	46,693
Net cash (used in) provided by investing activities	(1,006,791)	334,009
CASH FLOWS FROM FINANCING ACTIVITIES:		
Cash dividends paid	(1,839,004)	(1,839,004)
Net cash used in financing activities	(1,839,004)	(1,839,004)
INCREASE IN CASH AND CASH EQUIVALENTS	2,019,393	1,406,712
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,558,969	1,353,720
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 3,578,362	$ 2,760,432
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid for income taxes	$ —	$ 180,998

See accompanying notes to condensed financial statements.

HAWKINS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS

1. The accompanying unaudited condensed financial statements have been prepared in accordance with the instructions for Form 10-Q and, accordingly, do not include all information and footnotes required by generally accepted accounting principles for complete financial statements. These statements should be read in conjunction with the financial statements and footnotes included in the Company's Annual Report on Form 10-K for the fiscal year ended March 28, 2004, previously filed with the Securities and Exchange Commission (the "Commission"). In the opinion of management, the accompanying unaudited condensed financial statements contain all adjustments necessary to present fairly the Company's financial position and the results of its operations and cash flows for the periods presented. All adjustments made to the interim financial statements were of a normal recurring nature.

   The accounting policies followed by the Company are set forth in Note 1 to the Company's financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended March 28, 2004 filed with the Commission on June 10, 2004.

2. The results of operations for the period ended June 30, 2004 are not necessarily indicative of the results that may be expected for the full year.

3. Certain reclassifications have been made to the prior year's financial statements to conform to the current year presentation. Such reclassifications had no effect on net income or shareholders' equity as previously reported.

4. Inventories, principally valued by the LIFO method, are less than current cost by approximately $402,000 at June 30, 2004. Inventory consists principally of finished goods.

5. In March 2004, the Emerging Issues Task Force (EITF) reached a consensus on the remaining portions of EITF 03-01, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments," with an effective date of June 15, 2004. EITF 03-01 provides new disclosure requirements for other-than-temporary impairments on debt and equity investments. Investors are required to disclose quantitative information about: (i) the aggregate amount of unrealized losses, and (ii) the aggregate related fair values of investments with unrealized losses, segregated into time periods during which the investment has been in an unrealized loss position of less than 12 months and greater than 12 months. In addition, investors are required to disclose the qualitative information that supports their conclusion that the impairments noted in the quantitative disclosure are not other-than-temporary. The adoption of EITF 03-01 did not have a material impact on the Company's results of operations or financial condition.

6. The Company has two reportable segments: Industrial and Water Treatment. Reportable segments are defined by product and type of customer. Each segment is responsible for the sales, marketing and development of its products and services. The segments do not have separate accounting, administration, customer service or purchasing functions.

REPORTABLE SEGMENTS	INDUSTRIAL	WATER TREATMENT	TOTAL
THREE MONTHS ENDED JUNE 30, 2004			
Sales	$ 18,116,116	$ 11,839,702	$ 29,955,818
Gross margin	4,336,912	4,248,564	8,585,476
Income from operations	1,604,885	2,775,746	4,380,631
THREE MONTHS ENDED JUNE 30, 2003			
Sales	$ 17,836,741	$ 11,230,126	$ 29,066,867
Gross margin	4,424,418	4,011,715	8,436,133
Income from operations	1,717,967	2,525,511	4,243,478

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING INFORMATION

The information contained in this Quarterly Report on Form 10-Q for the period ended June 30, 2004 contains statements that we believe to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give our current expectations or forecasts of future events. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "project," or "continue," or the negative thereof or similar words. From time to time, we also may provide oral or written forward-looking statements in other materials we release to the public. Any or all of our forward-looking statements in this Quarterly Report on Form 10-Q and in any public statements we make could be materially different from actual results. They can be affected by assumptions we might make or by known or unknown risks or uncertainties, including those described below under "Risk Factors" and other factors disclosed throughout this Quarterly Report on Form 10-Q and the Company's other filings with the Securities and Exchange Commission. Consequently, we cannot guarantee any forward-looking statements and undertake no obligation to revise any forward-looking statements in order to reflect events or circumstances that may arise after the date of this Quarterly Report on Form 10-Q. Investors are cautioned not to place undue reliance on any forward-looking statements. Investors should also understand that it is not possible to predict or identify all factors that may affect actual results and should not consider the risk factors listed below to be a complete statement of all potential risks and uncertainties.

RISK FACTORS

In addition to specific factors which may be described in connection with any of the Company's forward-looking statements, factors which could cause actual results to differ materially include, but are not limited to, the following items.

- Reduced profit margins due to the cyclical nature of commodity chemical prices. The cyclicality of commodity chemical markets, such as caustic soda, primarily results from changes in the balance between supply and demand and the level of general economic activity. The Company cannot predict with any certainty whether the markets for its commodity chemicals will favorably impact the Company's operations or whether the Company will experience losses due to excess production resulting in oversupply and lower prices.

- Unforeseen liabilities arising from litigation, particularly liabilities that may arise from claims under environmental laws which may impose liability for the release of hazardous materials whether or not the Company had knowledge of or was responsible for such release.

- Changes in governmental and regulatory policies that affect the Company which may entail significant cost increases relating to the handling, storage, transportation, treatment or disposal of hazardous materials.

- Increased competition which could affect our ability to raise prices or successfully enter certain markets.

- Changes in customer demand which may significantly reduce revenues and income.

- Changes in product costs or operating expenses which may reduce our operating margins.

- The financial condition of our customers and their ability to purchase our products at comparable prices.

- Unforeseen problems in our ability to develop, introduce and gain market acceptance for new products.

- Significant changes in our business strategies, including acquisition, divestiture and restructuring activities which may affect our ability to focus on operating activities or increase costs.

- General economic and political conditions, such as political instability or the rate of economic growth in the Company's principal geographic or product markets.

- Changes in operating factors, such as our ability to make continued improvements in distribution efficiencies and inventory risks due to shifts in market demand.

- Unforeseen or recurring operational problems or natural disasters at any of our facilities causing significant lost production and/or increased costs.

- Technology risks, such as the failure to successfully implement new technology that will allow us to make process improvements to reduce costs or to analyze the business.

- Loss of senior management or other key personnel and the Company's ability to hire suitable replacements in a timely manner.

- The Company is currently implementing an Enterprise Resource Planning (ERP) system. The ERP system implementation is critical for the Company to make its internal control certifications required by the end of fiscal 2005 pursuant to Section 404 of the Sarbanes-Oxley Act. The Company believes the ERP system will be implemented by October 1, 2004. If the ERP system is not implemented by that date or if there is not adequate training, policies and procedures implemented and documented on a timely basis, the Company may not be able to make an unqualified certification regarding the Company's internal controls pursuant to Section 404 of the Sarbanes-Oxley Act at the end of fiscal 2005.

These factors are not exhaustive and new factors may emerge or existing factors may change in a manner that impacts our business. We assume no obligation and disclaim any duty to update the forward-looking statements in this Quarterly Report on Form 10-Q or any other public statement.

RESULTS OF OPERATIONS

The following table sets forth the percentage relationship of certain items to sales for the period indicated (in thousands, except percentages):

	Three months ended June 30, 2004		Three months ended June 30, 2003	
Sales	$ 29,956	100.0%	$ 29,067	100.0%
Cost of sales	21,370	71.3	20,631	71.0
Gross margin	8,586	28.7	8,436	29.0
Selling, general and administrative expenses	4,205	14.0	4,193	14.4
Income from operations	4,381	14.6	4,243	14.6
Investment income	196	.7	223	.8
Income before income taxes	4,577	15.3	4,466	15.4
Provision for income taxes	1,648	5.5	1,674	5.8
Net income	$ 2,929	9.8%	$ 2,792	9.6%

Sales increased $888,951, or 3.1%, in the three months ended June 30, 2004 as compared to the same period a year ago. The increase in sales was primarily driven by the Water Treatment segment, as sales increased by $609,576 or 5.4% in the three months ended June 30, 2004 over the comparable period in 2003.

Increased sales in existing product lines coupled with successful expansion of new product lines were the principle contributors to the higher revenues. Industrial segment sales were flat for the three months ended June

30, 2004 as compared to the same period in 2003. There was an approximately 20% increase in caustic soda volumes sold, which was offset by a decrease in caustic soda selling prices.

Gross margin, as a percentage of sales, for the three months ended June 30, 2004 was 28.7%, compared to 29.0% for the comparable period a year ago. Gross margin, as a percentage of sales, for the Water Treatment segment was 35.9% for the three months ended June 30, 2004 compared to 35.7% in the comparable period of 2003. A more favorable product mix and, to a lesser extent, increased volumes contributed to the slight increase for the three-month period ended June 30, 2004. Industrial segment gross margin, as a percentage of sales, was 23.9% for the three months ended June 30, 2004 compared to 24.8% in the comparable prior year period. The decrease relates in part to fluctuations in the cost and selling price of caustic soda during fiscal 2004 and 2005 and a highly competitive market environment. The Company attempts to maintain relatively constant dollar margins as the cost of caustic soda increases or decreases. The cost of this product is normally subject to fluctuations, which is expected to continue in future periods. By maintaining relatively stable dollar margins, the gross margin percentage will decrease when the cost of the product is increasing and will increase when the cost of the product is decreasing.

Selling, general and administrative expenses, as a percentage of sales, for the three months ended June 30, 2004 were 14.0% compared to 14.4% for the same period one year ago. The Company will continue to incur expenses associated with the Company's efforts to comply with the requirements of the Sarbanes-Oxley Act and for the Company's investment in an Enterprise Resource Planning system, including expenses for additional staffing and outside professional services. Employee compensation and benefits comprise the majority of the selling, general and administrative expenditures.

INVESTMENT INCOME

Investment income decreased by $26,365 for the three months ended June 30, 2004, compared to the same period one year ago. The decrease was caused by slightly lower returns on the Company's cash equivalents and available for sale securities, which consist primarily of money market accounts, municipal bonds, U.S. Government agency securities, mutual funds, and investment contracts with high-rated, stable insurance companies.

PROVISION FOR INCOME TAXES

The effective income tax rate was 36.0% for the three months ended June 30, 2004, which is comparable with the effective tax rate for the fiscal year ended March 28, 2004.

LIQUIDITY AND CAPITAL RESOURCES

For the three-month period ended June 30, 2004, cash provided by operations was $4,865,188 versus $2,911,707 for the same period one year ago. Fluctuations in timing of vendor payments, year over year variances in tax payments, and an increase in net income were principally responsible for the increase in cash provided by operating activities.

Cash used in investing activities increased by $1,340,800 for the three months ended June 30, 2004 compared to the same period one year ago, primarily due to a $953,428 increase related to investment activity, as the Company had slightly more cash available to purchase and hold investments compared to the previous year's period. The Company also had an additional $422,982 in property and equipment purchases during the three-month period ended June 30, 2004 compared to the same period one year ago. Capital expenditures during the quarter ended June 30, 2004 consisted primarily of ERP-related additions, and the purchase of two water treatment trucks and a boom crane. The Company also had expenditures related to various Construction-in-process (CIP) projects. Anticipated capital expenditures in fiscal 2005 should be approximately $6.5 million, which are primarily related to implementation of the Enterprise Resource Planning system, new route sales trucks and general maintenance projects.

Cash, cash equivalents and investments available-for-sale increased by $1,548,997 from March 28, 2004 to $25,472,405 as of June 30, 2004 largely as a result of cash generated by operations in excess of capital expenditures and financing uses. Cash equivalents consist of money market accounts at a financial institution. Investments consist of investment contracts with highly-rated, stable insurance companies, marketable securities consisting of municipal bonds, U.S. Government agency securities and mutual funds carried at fair value. Investments are highly liquid and are available upon demand generally with a minor penalty.

At June 30, 2004, the Company had an investment portfolio of fixed income securities valued at $10,660,080 and mutual funds valued at $10,504,199, excluding $4,944,644 of those classified as cash and cash equivalents and variable rate securities. The fixed income securities, like all fixed income instruments, are subject to interest rate risks and will decline in value if market interest rates increase. However, while the value of the investment may fluctuate in any given period, the Company generally intends to hold its fixed income investments until maturity. Consequently, the Company would not expect to recognize an adverse impact on net income or cash flows or the amount ultimately realized on such fixed income investments. The value of the mutual funds, like all mutual funds, may increase or decrease due to market volatility.

Expected future cash flows from operations, coupled with the Company's strong financial position, puts the Company in a position to fund both short and long-term working capital and capital investment needs with internally generated funds. Management does not, therefore, anticipate the need to engage in significant financing activities in either the short or long-term. If the need to obtain additional capital does arise, however, management is confident that the Company's total debt to capital ratio at June 30, 2004 puts it in a position to obtain debt financing on favorable terms.

Management regularly reviews opportunities to enhance the value of the Company through strategic acquisitions, other capital investments and strategic divestitures; and at this time, no material commitments for such investments or divestitures exist. Until appropriate investment opportunities are identified, the Company will invest excess cash in conservative investments.

The Company will continue to incur significant expenditures in fiscal 2005 associated with the implementation of the Enterprise Resource Planning system and to meet the requirements of the Sarbanes-Oxley Act. Fiscal 2005 expenses in these areas, including additional staffing and outside professional services, are expected to significantly exceed the additional fiscal 2004 expense of approximately $750,000 relating to these items.

Other than as discussed above, management is not aware of any matters that have materially affected the Company’s financial results for the three months ended June 30, 2004, nor is management aware of other matters not affecting this period but are expected to have a material effect on future periods.

CRITICAL ACCOUNTING POLICIES

The significant accounting policies followed by the Company are set forth in Note 1 to the Company’s financial statements in the Company’s Annual Report on Form 10-K for the fiscal year ended March 28, 2004. The accounting policies used in preparing the Company’s interim fiscal 2005 financial statements are the same as those described in the Company’s Annual Report, except as described in Note 5 to the unaudited financial statements included in this report.

In preparing the financial statements, the Company follows accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, sales and expenses, and related disclosure of contingent assets and liabilities. The Company re-evaluates its estimates on an on-going basis. The Company’s estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions. The Company believes its critical accounting policies are those related to:

Revenue Recognition - The Company recognizes revenue when the product has been shipped to the customer if there is evidence that the customer has agreed to purchase the products, performance has occurred, the price and terms of sale are fixed, and collection of the receivable is expected.

Allowance for Doubtful Accounts - Accounts receivable are reduced by an allowance for amounts that may become uncollectible in the future. Substantially all of the Company’s receivables are due from customers located in the United States. The estimated allowance for doubtful accounts is based upon the age of the outstanding receivables and the payment history and credit worthiness of each customer. Management evaluates the adequacy of the reserve for doubtful accounts on a quarterly basis.

Inventories - Inventories are valued at the lower of cost or market. On a quarterly basis, management assesses the inventory quantities on hand to estimated future usage and sales and, if necessary, writes down to market the value of inventory deemed obsolete or excess.

Property, Plant and Equipment - Property, plant and equipment are stated at cost and depreciated over the lives of the assets using primarily the straight-line method. Major replacements and improvements are capitalized, while maintenance and repairs which do not improve or extend the useful lives of the respective assets are charged to operations. The assets and related accumulated depreciation accounts are adjusted for asset retirements and disposals with the resulting gain or loss, if any, recorded in the statement of income at the time of disposal.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of its management, including the principal executive officer and principal financial officer, of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)). Based on this evaluation, the principal executive officer and principal financial officer concluded that the Company’s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. There was no change in the Company’s internal control over financial reporting during the Company’s most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

Exhibit Index

Exhibit	Description	Method of Filing
3.1	Amended and Second Restated Articles of Incorporation as amended through February 27, 2001. (1)	Incorporated by Reference
3.2	Second Amended and Superseding By-Laws as amended through February 15, 1995. (2)	Incorporated by Reference
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act.	Filed Electronically
31.2	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act.	Filed Electronically
32.1	Section 1350 Certification by Chief Executive Officer.	Filed Electronically
32.2	Section 1350 Certification by Chief Financial Officer.	Filed Electronically

(1) Incorporated by reference to Exhibit 3.1 to the Company’s Annual Report on Form 10-K for the year ended September 30, 2001.
(2) Incorporated by reference to Exhibit 3.2 to the Company’s Annual Report on Form 10-K for the year ended October 1, 1995.

(b) Reports on Form 8-K.

On June 9, 2004, we furnished a Current Report on Form 8-K to the SEC, including the Company's press release announcing financial results for the fourth quarter and year ended March 28, 2004.

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.

HAWKINS, INC.

By: /s/ Marvin E. Dee

Marvin E. Dee

Vice President, Chief Financial Officer, Secretary and Treasurer
(On behalf of the Registrant and as principal financial officer)

Dated: August 9, 2004

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

CERTIFICATIONS

I, John R. Hawkins, Chief Executive Officer of Hawkins, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hawkins, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) disclosed in this report any change in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2004

/s/ John R. Hawkins

John R. Hawkins
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

CERTIFICATIONS

I, Marvin E. Dee, Chief Financial Officer of Hawkins, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hawkins, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    c) disclosed in this report any change in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2004

/s/ Marvin E. Dee

Marvin E. Dee
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Hawkins, Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John R. Hawkins, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John R. Hawkins

John R. Hawkins
Chief Executive Officer
August 9, 2004

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hawkins, Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Marvin E. Dee, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Marvin E. Dee

Marvin E. Dee
Chief Financial Officer
August 9, 2004