

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 1)

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION
(Name of Issuer)

COMMON STOCK, \$.02 PAR VALUE
(Title of Class of Securities)

665809 10 9
(CUSIP Number)

MICHELE D. VAILLANCOURT, ESQ.
WINTHROP & WEINSTINE, P.A.
3000 DAIN BOSWORTH PLAZA
60 SOUTH SIXTH STREET
MINNEAPOLIS, MINNESOTA 55402
(612) 347-0700

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

AUGUST 31, 1995
(Date of Event Which Requires Filing of This Statement)

Check the following box if a fee is being paid with this statement [].
(A fee is not required only if the filing person: (1) has a previous statement
on file reporting beneficial ownership of more than five percent of the class of
securities described in Item 1; and (2) has filed no amendment subsequent
thereto reporting beneficial ownership of five percent or less of such class.)
(See Rule 13d-7.)

The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

(Cover page continued on next page)

SCHEDULE 13G

CUSIP NO. 665809 10 9 PAGE 2 OF 5 PAGES

1 NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Herman H. Lee
S.S.N. ###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) []
(B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER
NUMBER OF

SHARES		259,545 shares
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		0 shares
	7	SOLE DISPOSITIVE POWER
		259,545 shares
	8	SHARED DISPOSITIVE POWER
		0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
259,545 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.2% (based on number of outstanding shares in issuer's Quarterly Report on Form 10-QSB for the quarter ended May 31, 1996)

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1(a). NAME OF ISSUER.
Northern Technologies International Corporation

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.
6680 North Highway 49
Lino Lakes, MN 55014

ITEM 2(a). NAME OF PERSON FILING.
Herman H. Lee

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE.
Route 1, Box 55
Borup, Minnesota 56519

ITEM 2(c). CITIZENSHIP.
United States of America

ITEM 2(d). TITLE OF CLASS OF SECURITIES.
Common stock, \$.02 par value

ITEM 2(e). CUSIP NO.
665809 10 9

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON IS A:

[] (a) Broker or Dealer registered under Section 15 of the Act;

[] (b) Bank as defined in Section 3(a)(6) of the Act;

[] (c) Insurance Company as defined in Section 3(a)(19) of the Act;

- [] (d) Investment Company registered under Section 8 of the Investment Company Act;
- [] (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940;
- [] (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F);
- [] (g) Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G) (Note: See Item 7); or
- [] (h) Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

Not Applicable.

ITEM 4. OWNERSHIP.

The following information is provided as of December 31, 1995:

- (a) Amount Beneficially Owned: 259,545 shares
- (b) Percent of Class: 6.2%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 259,545 shares
 - (ii) Shared power to vote or to direct the vote: 0 shares
 - (iii) Sole power to dispose or to direct the disposition of: 259,545 shares
 - (iv) Shared power to dispose or to direct the disposition of: 0 shares

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 12, 1996.

/s/ Herman H. Lee

Herman H. Lee