

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE
Amendment No. 1
to

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

APPLIANCE RECYCLING CENTERS OF AMERICA, INC.
(Exact name of issuer as specified in its charter)

MINNESOTA 41-1454591
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

7400 EXCELSIOR BOULEVARD, MINNEAPOLIS, MINNESOTA 55426
(Address of principal executive offices, including Zip Code)

APPLIANCE RECYCLING CENTERS OF AMERICA, INC.
RESTATED 1989 STOCK OPTION PLAN
(Full title of the plan)

KENT S. MCCOY VICE PRESIDENT, FINANCE APPLIANCE RECYCLING CENTERS OF AMERICA, INC. 7400 EXCELSIOR BOULEVARD MINNEAPOLIS, MINNESOTA 55426 (Name and address of agent for service)	Copy to: ELIZABETH H. COBB, ESQ. MACKALL, CROUNSE & MOORE 1400 AT&T TOWER 901 MARQUETTE AVENUE MINNEAPOLIS, MINNESOTA 55402 (612) 305-1400
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(612) 930-9000
(Telephone number, including area code, of agent for service)

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

EXHIBIT NUMBER - - - - -	DESCRIPTION -----
* 5.1	Opinion of Mackall, Crouse & Moore as to the legality of Common Stock of the Company.
*24.1	Consent of McGladrey & Pullen, LLP.
*24.2	Consent of Mackall, Crouse & Moore [included in its opinion filed as Exhibit 5.1].
*25.1	Powers of Attorney [included as part of original signature page].
*28.1	Appliance Recycling Centers of America, Inc. Restated 1989 Stock Option Plan.
+28.2	Amendment, effective April 24, 1997, to Restated 1989 Stock Option Plan.

* Previously filed
+ Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota as of June 4, 1997.

APPLIANCE RECYCLING CENTERS OF AMERICA, INC.

By /s/ Edward R. Cameron
Edward R. Cameron
Chairman of the Board, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed, as of June 4, 1997, by the following persons in the capacities indicated.

Signature - -----	Title -----
/s/ Edward R. Cameron Edward R. Cameron	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Kent S. McCoy Kent S. McCoy	Vice President and Treasurer (Principal Accounting Officer)
* George B. Bonniwell	Director
* Duane S. Carlson	Director
* Harry W. Spell	Director

*By: /s/ Kent S. McCoy
Kent S. McCoy, Attorney-in-Fact

AMENDMENT, EFFECTIVE APRIL 24, 1997
TO
APPLIANCE RECYCLING CENTERS OF AMERICA, INC.
RESTATED 1989 STOCK OPTION PLAN

AMENDMENT TO SECTION 6 OF THE RESTATED 1989 STOCK OPTION PLAN. Upon the ratification and approval of the Company's 1997 Stock Option Plan by the shareholders of the Company (which occurred by a vote of the shareholders at the Annual Meeting of Shareholders on April 24, 1997), Section 6 of the Restated 1989 Stock Option Plan shall be amended as follows:

All future automatic grants to Non-Employee Directors pursuant to Section 6 of the Restated 1989 Stock Option Plan shall terminate upon shareholder approval of the 1997 Stock Option Plan. All currently outstanding grants under the 1989 Stock Option Plan shall not be effected thereby and shall continue under the terms and conditions of the 1989 Stock Option Plan.