Kimberly-Clark Corporation Electronic EDGAR Proof

Job Number:	**-NOT DEFINED-**
Filer:	**-NOT DEFINED-**
Form Type:	**10-Q**
Reporting Period / Event Date:	**05/04/07**
Customer Service Representative:	**-NOT DEFINED-**
Revision Number:	**-NOT DEFINED-**

This proof may not fit on letter-sized (8.5 x 11 inch) paper. If copy is cut off, please print to a larger format, e.g., legal-sized (8.5 x 14 inch) paper or oversized (11 x 17 inch) paper.

Accuracy of proof is guaranteed ONLY if printed to a PostScript printer using the correct PostScript driver for that printer make and model.

(this header is not part of the document)

EDGAR Submission Header Summary

Submission Type	**10-Q**
Live File	**on**
Return Copy	**on**
Submission Contact	**Karby K. Nichols**
Submission Contact Phone Number	**972-281-1361**
Exchange	**NYSE**
Confirming Copy	**off**
Filer CIK	**0000055785**
Filer CCC	**xxxxxxxx**
Period of Report	**05/04/07**
Notify via Filing website Only	**off**
Emails	**kknichol@kcc.com**
	sepurol@kcc.com

Documents

10-Q	**kc_10q-1q07.htm**
	1Q 10Q 2007 Shell
EX-3.a	**kc_10q-1q07ex3a.htm**
	Amended & Restated Cert. of Incorporation
EX-31.a	**kc_10q-1q07ex31a.htm**
	CEO Certification
EX-31.b	**kc_10q-1q07ex31b.htm**
	CFO Certification
EX-32.a	**kc_10q-1q07ex32a.htm**
	CEO Certification
EX-32.b	**kc_10q-1q07ex32b.htm**
	CFO Certification
10-Q	**kc_10q-1q07.pdf**
	Submission PDF File

Module and Segment References

SEC EDGAR XFDL Submission Header


```
<?xml version="1.0"?>
<XFDL version="5.0.0">
	<page sid="PAGE1">
		<combobox sid="SubTable_submissionType_"><value>10-Q</value></combobox>
		<radio sid="SubTable_live_"><value>on</value></radio>
		<check sid="SubFlag_returnCopyFlag_"><value>on</value></check>
		<field sid="SubContact_contactName_"><value>Karby K. Nichols</value></field>
		<field sid="SubContact_contactPhoneNumber_"><value>972-281-1361</value></field>
		<popup sid="SubSro_sroId_"><value>NYSE</value></popup>
		<check sid="SubFlag_confirmingCopyFlag_"><value>off</value></check>
		<field sid="SubFiler_filerId_"><value>0000055785</value></field>
		<field sid="SubFiler_filerCcc_"><value>pqaj*a1j</value></field>

		<field sid="SubTable_periodOfReport_"><value>05/04/07</value></field>
	</page>
	<page sid="PAGE2">
		<field sid="SubDocument_conformedName_"><value>kc_10q-1q07.htm</value></field>
		<combobox sid="SubDocument_conformedDocumentType_"><value>10-Q</value></combobox>
		<field sid="SubDocument_description_"><value>1Q 10Q 2007 Shell</value></field>
		<data sid="data1"><filename>kc_10q-1q07.htm</filename><mimedata /></data>
		<field sid="SubDocument_conformedName_1"><value>kc_10q-1q07ex3a.htm</value></field
		<combobox sid="SubDocument_conformedDocumentType_1"><value>EX-3.a</value></combobo
		<field sid="SubDocument_description_1"><value><![CDATA[Amended & Restated Cert. of
		<data sid="data2"><filename>kc_10q-1q07ex3a.htm</filename><mimedata /></data>
		<field sid="SubDocument_conformedName_2"><value>kc_10q-1q07ex31a.htm</value></fiel
		<combobox sid="SubDocument_conformedDocumentType_2"><value>EX-31.a</value></combob
		<field sid="SubDocument_description_2"><value>CEO Certification</value></field>
		<data sid="data3"><filename>kc_10q-1q07ex31a.htm</filename><mimedata /></data>
		<field sid="SubDocument_conformedName_3"><value>kc_10q-1q07ex31b.htm</value></fiel
		<combobox sid="SubDocument_conformedDocumentType_3"><value>EX-31.b</value></combob
		<field sid="SubDocument_description_3"><value>CFO Certification</value></field>
		<data sid="data4"><filename>kc_10q-1q07ex31b.htm</filename><mimedata /></data>
		<field sid="SubDocument_conformedName_4"><value>kc_10q-1q07ex32a.htm</value></fiel
		<combobox sid="SubDocument_conformedDocumentType_4"><value>EX-32.a</value></combob
		<field sid="SubDocument_description_4"><value>CEO Certification</value></field>
		<data sid="data5"><filename>kc_10q-1q07ex32a.htm</filename><mimedata /></data>
		<field sid="SubDocument_conformedName_5"><value>kc_10q-1q07ex32b.htm</value></fiel
		<combobox sid="SubDocument_conformedDocumentType_5"><value>EX-32.b</value></combob
		<field sid="SubDocument_description_5"><value>CFO Certification</value></field>
		<data sid="data6"><filename>kc_10q-1q07ex32b.htm</filename><mimedata /></data>
		<field sid="SubDocument_conformedName_6"><value>kc_10q-1q07.pdf</value></field>
		<combobox sid="SubDocument_conformedDocumentType_6"><value>10-Q</value></combobox>
		<field sid="SubDocument_description_6"><value>Submission PDF File</value></field>
		<data sid="data7"><filename>kc_10q-1q07.pdf</filename><mimedata /></data>
	</page>
	<page sid="PAGE3">
		<check sid="SubFlag_overrideInternetFlag_"><value>off</value></check>
		<field sid="SubInternet_internetAddress_"><value>kknichol@kcc.com</value></field>
		<field sid="SubInternet_internetAddress_1"><value>sepurol@kcc.com</value></field>
	</page>
</XFDL>
```

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 **March 31, 2007**

OR

☐ **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 **1-225**

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

Delaware (State or other jurisdiction of incorporation or organization)	**39-0394230** (I.R.S. Employer Identification No.)

P. O. Box 619100
Dallas, Texas
75261-9100
(Address of principal executive offices)
(Zip Code)

(972) 281-1200
(Registrant's telephone number, including area code)

No change
(Former name, former address and former fiscal year, if changed since last report)

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 ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of April 30, 2007, there were 456,132,874 shares of the Corporation's common stock outstanding.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENT
(Unaudited)

(Millions of dollars, except per share amounts)	Three Months Ended March 31 2007	2006
Net Sales	**$4,385.3**	$ 4,067.9
Cost of products sold	**3,033.0**	2,914.8
Gross Profit	**1,352.3**	1,153.1
Marketing, research and general expenses	**732.6**	712.5
Other (income) and expense, net	**3.6**	20.2
Operating Profit	**616.1**	420.4
Nonoperating expense	**(27.6)**	(15.8)
Interest income	**6.6**	6.4
Interest expense	**(50.9)**	(54.3)
Income Before Income Taxes and Equity Interests	**544.2**	356.7
Provision for income taxes	**(112.1)**	(99.3)
Income Before Equity Interests	**432.1**	257.4
Share of net income of equity companies	**45.0**	39.0
Minority owners' share of subsidiaries' net income	**(25.1)**	(21.3)
Net Income	**$ 452.0**	$ 275.1
Per Share Basis:		
Net Income		
Basic	**$ .99**	$ .60
Diluted	**$ .98**	$ .60
Cash Dividends Declared	**$ .53**	$ .49

See Notes to Consolidated Financial Statements.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEET
(Unaudited)

(Millions of dollars)	March 31, 2007	December 31, 2006
ASSETS		
Current Assets		
Cash and cash equivalents	$ 342.0	$ 360.8
Accounts receivable	2,296.7	2,336.7
Inventories	2,085.8	2,004.5
Other current assets	510.4	567.7
Total Current Assets	5,234.9	5,269.7
Property	15,560.0	15,404.9
Less accumulated depreciation	7,825.6	7,720.1
Net Property	7,734.4	7,684.8
Investments in Equity Companies	427.6	392.9
Goodwill	2,900.3	2,860.5
Other Assets	884.4	859.1
	$ 17,181.6	$ 17,067.0
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Debt payable within one year	$ 1,288.8	$ 1,326.4
Accounts payable	1,540.1	1,530.8
Accrued expenses	1,459.9	1,603.8
Other current liabilities	324.2	554.8
Total Current Liabilities	4,613.0	5,015.8
Long-Term Debt	2,277.0	2,276.0
Noncurrent Employee Benefits	1,871.8	1,887.6
Deferred Income Taxes	287.2	391.1
Other Liabilities	569.1	183.1
Minority Owners' Interests in Subsidiaries	405.9	422.6
Preferred Securities of Subsidiary	802.6	793.4
Stockholders' Equity	6,355.0	6,097.4
	$ 17,181.6	$ 17,067.0

See Notes to Consolidated Financial Statements.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED CASH FLOW STATEMENT
(Unaudited)

(Millions of dollars)	Three Months Ended March 31 **2007**	2006
Operating Activities		
Net income	**$ 452.0**	$ 275.1
Depreciation and amortization	**214.6**	261.0
Stock-based compensation	**13.9**	18.5
Changes in operating working capital	**(98.8)**	(9.1)
Deferred income tax provision	**(34.9)**	(80.4)
Net losses on asset dispositions	**2.7**	63.9
Equity companies' earnings in excess of dividends paid	**(44.0)**	(37.7)
Minority owners' share of subsidiaries' net income	**25.1**	21.3
Postretirement benefits	**(11.4)**	3.3
Other	**5.3**	3.0
Cash Provided by Operations	**524.5**	518.9
Investing Activities		
Capital spending	**(281.8)**	(179.1)
Acquisition of businesses, net of cash acquired	**(15.7)**	-
Proceeds from sales of investments	**7.5**	8.5
Proceeds from dispositions of property	**58.0**	13.6
Net decrease in time deposits	**42.8**	32.6
Investments in marketable securities	**(3.4)**	(7.1)
Other	**(5.5)**	(12.2)
Cash Used for Investing	**(198.1)**	(143.7)
Financing Activities		
Cash dividends paid	**(224.1)**	(208.6)
Net decrease in short-term debt	**(40.1)**	(25.7)
Proceeds from issuance of long-term debt	**3.9**	2.2
Repayments of long-term debt	**(5.6)**	(16.5)
Proceeds from exercise of stock options	**101.4**	63.2
Acquisitions of common stock for the treasury	**(158.5)**	(152.2)
Other	**(24.8)**	(15.6)
Cash Used for Financing	**(347.8)**	(353.2)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	**2.6**	3.2
(Decrease) Increase in Cash and Cash Equivalents	**(18.8)**	25.2
Cash and Cash Equivalents, beginning of year	**360.8**	364.0
Cash and Cash Equivalents, end of period	**$ 342.0**	$ 389.2

See Notes to Consolidated Financial Statements.

Note 1. Accounting Policies

Basis of Presentation

The accompanying unaudited condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the U.S. for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the U.S. for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation have been included.

For further information, refer to the Consolidated Financial Statements and footnotes thereto included in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2006.

New Accounting Standard

In February 2007, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ("SFAS 159"). SFAS 159 allows entities to choose, at specified election dates, to measure many financial instruments (financial assets and liabilities) at fair value (the "Fair Value Option"). The election is made on an instrument-by-instrument basis and is irrevocable. If the Fair Value Option is elected for an instrument, SFAS 159 specifies that all subsequent changes in fair value for that instrument be reported in earnings. SFAS 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007. The Corporation does not intend to apply the Fair Value Option to any of its existing financial assets or liabilities.

Note 2. Accounting for Uncertainty in Income Taxes

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109, Accounting for Income Taxes* ("FIN 48"). FIN 48 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements by standardizing the level of confidence needed to recognize uncertain tax benefits and the process for measuring the amount of benefit to recognize. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

The Corporation adopted FIN 48, effective January 1, 2007. As a result, the Corporation recorded an increase in income tax liabilities for uncertain tax benefits and a decrease in retained earnings of $34.2 million resulting from a cumulative effect adjustment. As of January 1, 2007, the total amount of unrecognized income tax benefits was approximately $490 million. Of this amount, about $375 million would reduce the Corporation's effective tax rate if recognized.

The Corporation recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense. As of January 1, 2007, total accrued penalties and net accrued interest with respect to income taxes was approximately $37 million.

As also required by FIN 48, the Corporation has classified the amounts it has recorded for uncertain tax benefits in the Consolidated Balance Sheet as other liabilities (non-current) to the extent that payment is not anticipated within one year. Prior year financial statements have not been reclassified.

Note 2. (Continued)

It is reasonably possible that a number of uncertainties could be resolved and result in the recognition of tax benefits within the next 12 months. Transfer pricing is the most significant uncertainty, which may be resolved by entering into a revised advance pricing agreement between the U.S. and the U.K. Various other uncertain tax positions related to federal taxes are being discussed at the IRS Appeals level in the U.S. Other less significant uncertain tax positions also may be settled of which none are individually significant. Settlement of these matters is not expected to have a material effect on the Corporation's financial condition, results of operations or liquidity.

As of January 1, 2007, the following tax years remain subject to examination for the major jurisdictions where we do business:

Jurisdiction	Years
United States	2004 to 2006
United Kingdom	1999 to 2006
Canada	2003 to 2006
Korea	2004 to 2006
Australia	2002 to 2006

State income tax returns are generally subject to examination for a period of 3 to 5 years after filing of the respective return. The state impact of any federal changes remains subject to examination by various states for a period of up to two years after formal notification to the states. The Corporation and its subsidiaries have various state income tax returns in the process of examination, administrative appeals or litigation.

Note 3. Strategic Cost Reduction Plan

In July 2005, the Corporation authorized a multi-year plan to further improve its competitive position by accelerating investments in targeted growth opportunities and strategic cost reductions aimed at streamlining manufacturing and administrative operations, primarily in North America and Europe.

The strategic cost reductions commenced in the third quarter of 2005 and are expected to be substantially completed by December 31, 2008. Based on current estimates, the strategic cost reductions are expected to result in cumulative charges of approximately $950 million to $1.0 billion before tax ($665 - $700 million after tax) over that three and one-half year period.

By the end of 2008, it is anticipated there will be a net workforce reduction of about 10 percent, or approximately 6,000 employees. Since the inception of the strategic cost reductions, a net workforce reduction of more than 3,300 has occurred. Approximately 20 manufacturing facilities, or 17 percent of the Corporation's worldwide total, are expected to be sold or closed, and an additional 4 facilities are expected to be streamlined. As of March 31, 2007, charges have been recorded related to strategic cost reduction initiatives for 23 facilities. To date, 11 facilities have been disposed of. Two additional facilities have been closed and are being marketed for sale.

Note 3. (Continued)

The following pretax charges totaling $40.6 million and $208.6 million were incurred in connection with the strategic cost reductions ($15.0 million and $155.2 million after tax) during the three month periods ended March 31, 2007 and 2006, respectively:

(Millions of dollars)	Three Months Ended March 31 2007	2006
Noncash charges	**$ 23.9**	$ 124.1
Charges for workforce reductions	**4.6**	77.0
Other cash charges	**8.4**	7.2
Charges for special pension and other benefits	**3.7**	.3
Total pretax charges	**$ 40.6**	$ 208.6

The following table summarizes the noncash charges totaling $23.9 million and $124.1 million:

(Millions of dollars)	Three Months Ended March 31 2007	2006
Incremental depreciation and amortization	**$ 30.4**	$ 78.2
Asset write-offs	**3.3**	35.2
(Gain) loss on asset dispositions	**(9.8)**	10.7
Noncash charges	**$ 23.9**	$ 124.1

The following table summarizes the cash charges recorded and reconciles such charges to accrued expenses at March 31:

(Millions of dollars)	2007	2006
Accrued expenses – beginning of the year	**$ 111.2**	$ 28.2
Charges for workforce reductions	**4.6**	77.0
Other cash charges	**8.4**	7.2
Cash payments	**(36.0)**	(52.3)
Currency	**2.6**	.2
Accrued expenses at March 31	**$ 90.8**	$ 60.3

Note 3. (Continued)

Termination benefits related to workforce reductions were accrued in accordance with the requirements of SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities* ("SFAS 146"), SFAS No. 112, *Employers' Accounting for Postemployment Benefits,* and SFAS No. 88, *Employers' Accounting for Settlements & Curtailments of Defined Benefit Pension Plans and for Termination Benefits,* as appropriate. Retention bonuses related to workforce reductions were accrued in accordance with SFAS 146. The majority of the termination benefits and retention bonuses will be paid within 12 months of accrual. The termination benefits were provided under: a special-benefit arrangement for affected employees in the U.S.; standard benefit practices in the U.K.; applicable union agreements; or local statutory requirements, as appropriate. Incremental depreciation and amortization was based on changes in useful lives and estimated residual values of assets that are continuing to be used, but will be removed from service before the end of their originally assumed service period.

Costs of the initiatives have not been recorded at the business segment level, as the strategic cost reductions are corporate decisions. These charges are included in the following income statement captions:

	Three Months Ended March 31	
(Millions of dollars)	**2007**	2006
Cost of products sold	**$ 41.8**	$ 155.7
Marketing, research and general expenses	**8.1**	42.0
Other (income) and expense, net	**(9.3)**	10.9
Pretax charges	**40.6**	208.6
Provision for income taxes	**(25.6)**	(53.4)
Minority owners' share of subsidiaries' net income	**-**	(1.6)
Total charges	**$ 15.0**	$ 153.6

See Note 9 for additional information on the strategic cost reductions by business segment.

Actual pretax charges recorded for the strategic cost reductions relate to activities in the following geographic areas for the three months ended March 31:

	2007			
(Millions of dollars)	**North America**	**Europe**	**Other**	**Total**
Incremental depreciation	**$ 15.9**	**$ 13.0**	**$ 1.5**	**$ 30.4**
Asset write-offs	**1.8**	**1.4**	**.1**	**3.3**
Charges for workforce reductions and special pension and other benefits	**6.3**	**1.7**	**.3**	**8.3**
Loss (gain) on asset disposals and other charges	**3.2**	**(3.4)**	**(1.2)**	**(1.4)**
Total charges	**$ 27.2**	**$ 12.7**	**$ .7**	**$ 40.6**

Note 3. (Continued)

	2006			
(Millions of dollars)	North America	Europe	Other	Total
Incremental depreciation and amortization	$ 38.5	$ 27.7	$ 12.0	$ 78.2
Asset write-offs	22.6	12.4	.2	35.2
Charges for workforce reductions and special pension and other benefits	8.0	64.1	5.2	77.3
Loss on asset disposals and other charges	7.8	10.0	.1	17.9
Total charges	$ 76.9	$ 114.2	$ 17.5	$ 208.6

Note 4. Inventories

The following schedule presents inventories by major class as of March 31, 2007 and December 31, 2006:

(Millions of dollars)	**March 31, 2007**	December 31, 2006
At lower of cost on the First-In, First-Out (FIFO) method or market:		
Raw materials	**$ 411.0**	$ 398.3
Work in process	**294.2**	298.6
Finished goods	**1,340.6**	1,263.4
Supplies and other	**247.4**	242.6
	2,293.2	2,202.9
Excess of FIFO cost over Last-In, First-Out (LIFO) cost	**(207.4)**	(198.4)
Total	**$ 2,085.8**	$ 2,004.5

The Corporation uses the LIFO method of valuing inventory for financial reporting purposes for most U.S. inventories. An actual valuation of inventory under the LIFO method is made at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs and are subject to the final year-end LIFO inventory valuation.

FIFO cost of total inventories on the LIFO method was $991.7 million and $936.0 million at March 31, 2007 and December 31, 2006, respectively.

Note 5. Synthetic Fuel Partnerships

The Corporation has minority interests in two synthetic fuel partnerships. The production of synthetic fuel results in pretax losses that are reported as nonoperating expense on the Corporation's Consolidated Income Statement. The production of synthetic fuel results in tax credits as well as tax deductions for the nonoperating losses, which reduce the Corporation's income tax expense. The effects of those losses and benefits for 2007 and 2006 are shown in the following table:

	Three Months Ended March 31			
(Millions of dollars)	**2007**		2006	
Nonoperating expense		**$ (27.6)**		$ (15.8)
Tax credits	**$ 25.6**		$ 13.8	
Tax benefit of nonoperating expense	**9.1**	**34.7**	5.7	19.5
Net synthetic fuel benefit		**$ 7.1**		$ 3.7
Per share basis – diluted		**$ .02**		$ .01

Note 6. Employee Postretirement Benefits

The table below presents the interim period disclosure required by SFAS No. 132 (revised 2003), *Employers' Disclosures about Pensions and Other Postretirement Benefits*:

	Defined Benefit Plans		Other Postretirement Benefit Plans	
	Three Months Ended March 31			
(Millions of dollars)	**2007**	2006	**2007**	2006
Service cost	**$ 21.4**	$ 21.9	**$ 3.4**	$ 4.2
Interest cost	**78.7**	74.4	**12.1**	12.1
Expected return on plan assets	**(92.1)**	(83.3)	**-**	-
Recognized net actuarial loss	**19.3**	25.2	**.8**	1.3
Other	**5.0**	2.2	**.8**	.8
Net periodic benefit cost	**$ 32.3**	$ 40.4	**$ 17.1**	$ 18.4

During the first quarter of 2007 and 2006, the Corporation made cash contributions of approximately $42 million and $39 million, respectively, to its pension trusts outside the U.S. The Corporation currently anticipates contributing about $94 million for the full year in 2007 to its pension trusts outside the U.S.

Note 7. Earnings Per Share

There are no adjustments required to be made to net income for purposes of computing basic and diluted EPS. The average number of common shares outstanding used in the basic EPS computations is reconciled to those used in the diluted EPS computation as follows:

(Millions of shares)	Average Common Shares Outstanding for the Three Months Ended March 31	
	2007	2006
Basic	**455.8**	460.4
Dilutive effect of stock options	**2.7**	.4
Dilutive effect of restricted share and restricted share unit awards	**1.4**	1.0
Diluted	**459.9**	461.8

Options outstanding during the three month periods ended March 31, 2007 and 2006 to purchase 118 thousand and 18.3 million shares of common stock, respectively, were not included in the computation of diluted EPS because the exercise prices of the options were greater than the average market price of the common shares.

The number of common shares outstanding as of March 31, 2007 and 2006 was 455.3 million and 460.0 million, respectively.

Note 8. Comprehensive Income

Comprehensive income includes all changes in stockholders' equity during the periods except those resulting from investments by and distributions to stockholders.

The following schedule presents the components of comprehensive income:

(Millions of dollars)	Three Months Ended March 31	
	2007	2006
Net income	**$ 452.0**	$ 275.1
Unrealized currency translation adjustments	**68.3**	83.2
Deferred gains (losses) on cash flow hedges, net of tax	**3.5**	(2.3)
Employee postretirement benefits, net	**36.8**	-
Comprehensive income	**$ 560.6**	$ 356.0

Note 8. (Continued)

Net unrealized currency gains or losses resulting from the translation of assets and liabilities of non-U.S. subsidiaries, except those in highly inflationary economies, are accumulated in a separate section of stockholders' equity. For these operations, changes in exchange rates generally do not affect cash flows; therefore, unrealized translation adjustments are recorded in stockholders' equity rather than income. Upon sale or substantially complete liquidation of any of these subsidiaries, the applicable unrealized translation adjustment would be removed from stockholders' equity and reported as part of the gain or loss on the sale or liquidation.

Also included are the effects of foreign exchange rate changes on intercompany balances of a long-term investment nature and transactions designated as hedges of net foreign investments.

The net unrealized currency translation adjustments for the three months ended March 31, 2007 are primarily due to a weakening of the U.S. dollar versus the Australian dollar, the Brazilian real and the Thai baht.

Note 9. Description of Business Segments

The Corporation is organized into operating segments based on product groupings. These operating segments have been aggregated into four reportable global business segments: Personal Care; Consumer Tissue; K-C Professional & Other; and Health Care. The reportable segments were determined in accordance with how the Corporation's executive managers develop and execute the Corporation's global strategies to drive growth and profitability of the Corporation's worldwide Personal Care, Consumer Tissue, K-C Professional & Other and Health Care operations. These strategies include global plans for branding and product positioning, technology, research and development programs, cost reductions including supply chain management, and capacity and capital investments for each of these businesses. Segment management is evaluated on several factors, including operating profit. Segment operating profit excludes other income and (expense), net; income and expense not associated with the business segments; and the costs of corporate decisions related to the strategic cost reductions described in Note 3.

The principal sources of revenue in each global business segment are described below.

- The Personal Care segment manufactures and markets disposable diapers, training and youth pants and swimpants; baby wipes; feminine and incontinence care products; and related products. Products in this segment are primarily for household use and are sold under a variety of brand names, including Huggies, Pull-Ups, Little Swimmers, GoodNites, Kotex, Lightdays, Depend, Poise and other brand names.

- The Consumer Tissue segment manufactures and markets facial and bathroom tissue, paper towels, napkins and related products for household use. Products in this segment are sold under the Kleenex, Scott, Cottonelle, Viva, Andrex, Scottex, Hakle, Page and other brand names.

- The K-C Professional & Other segment manufactures and markets facial and bathroom tissue, paper towels, napkins, wipers and a range of safety products for the away-from-home marketplace. Products in this segment are sold under the Kimberly-Clark, Kleenex, Scott, WypAll, Kimtech, Kleenguard and Kimcare brand names.

- The Health Care segment manufactures and markets health care products such as surgical gowns, drapes, infection control products, sterilization wrap, disposable face masks and exam gloves, respiratory products and other disposable medical products. Products in this segment are sold under the Kimberly-Clark, Ballard and other brand names.

Note 9. (Continued)

The following schedules present information concerning consolidated operations by business segment:

(Millions of dollars)	Three Months Ended March 31 2007	2006
NET SALES:		
Personal Care	**$ 1,797.6**	$ 1,625.0
Consumer Tissue	**1,593.1**	1,497.2
K-C Professional & Other	**697.4**	652.8
Health Care	**302.7**	300.5
Corporate & Other	**8.0**	9.0
Intersegment sales	**(13.5)**	(16.6)
Consolidated	**$ 4,385.3**	$ 4,067.9

(Millions of dollars)	Three Months Ended March 31 2007	2006
OPERATING PROFIT (reconciled to income before income taxes):		
Personal Care	**$ 347.2**	$ 300.2
Consumer Tissue	**207.1**	209.0
K-C Professional & Other	**108.7**	104.5
Health Care	**55.6**	51.3
Other income and (expense), net	**(3.6)**	(20.2)
Corporate & Other	**(98.9)**	(224.4)
Total Operating Profit	**616.1**	420.4
Nonoperating expense	**(27.6)**	(15.8)
Interest income	**6.6**	6.4
Interest expense	**(50.9)**	(54.3)
Income Before Income Taxes	**$ 544.2**	$ 356.7

Note 9. (Continued)

Note: Other income and (expense), net and Corporate & Other include the following pretax amounts for the strategic cost reductions:

(Millions of dollars)	Three Months Ended March 31 2007	2006
Other income and (expense), net	**$ 9.3**	$ (10.9)
Corporate & Other	**(49.9)**	(197.7)

The following table presents the pretax charges for the strategic cost reductions related to activities in the Corporation's business segments:

(Millions of dollars)	Three Months Ended March 31 2007	2006
Personal Care	**$ 20.4**	$115.6
Consumer Tissue	**15.9**	73.9
K-C Professional & Other	**2.6**	6.7
Health Care	**1.7**	12.4
Total	**$ 40.6**	$208.6

Total pretax charges that are expected to be incurred for the strategic cost reduction plan by business segment are: Personal Care - $515 to $530 million; Consumer Tissue - $235 to $250 million; K-C Professional & Other - $80 to $90 million; and Health Care - $120 to $130 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Introduction

This management's discussion and analysis of financial condition and results of operations is intended to provide investors with an understanding of the Corporation's recent performance, its financial condition and its prospects. The following will be discussed and analyzed:

- Overview of First Quarter 2007 Results
- Business Segments
- Results of Operations and Related Information
- Liquidity and Capital Resources
- New Accounting Standard
- Environmental Matters
- Business Outlook

Overview of First Quarter 2007 Results

- Net sales increased 7.8 percent.
- Operating profit and net income increased by 46.6 percent and 64.3 percent, respectively.
- Cash provided by operations was $524.5 million.

Business Segments

The Corporation's scientific business was reclassified from the Health Care segment to the K-C Professional & Other segment effective January 1, 2007 to reflect the current management responsibility for that business.

Results of Operations and Related Information

This section presents a discussion and analysis of the Corporation's first quarter of 2007 net sales, operating profit and other information relevant to an understanding of the results of operations.

First Quarter of 2007 Compared With First Quarter of 2006

Analysis of Net Sales

By Business Segment
(Millions of dollars)

Net Sales	**2007**	2006
Personal Care	**$ 1,797.6**	$ 1,625.0
Consumer Tissue	**1,593.1**	1,497.2
K-C Professional & Other	**697.4**	652.8
Health Care	**302.7**	300.5
Corporate & Other	**8.0**	9.0
Intersegment sales	**(13.5)**	(16.6)
Consolidated	**$ 4,385.3**	$ 4,067.9

<u>*Commentary:*</u>

	Percent Change in Net Sales Versus Prior Year				
		Change Due To			
	Total Change	Volume Growth	Net Price	Currency	Other
Consolidated	7.8	3	1	3	1
Personal Care	10.6	8	(1)	2	2
Consumer Tissue	6.4	(2)	3	3	2
K-C Professional & Other	6.8	3	-	3	1
Health Care	.7	(1)	-	1	1

Consolidated net sales increased 7.8 percent from the first quarter of 2006. Net sales benefited from 3 percent higher sales volumes while increased net selling prices and favorable product mix each added about 1 percent to the gain. Changes in foreign currency rates, primarily in Europe, also added about 3 percent to net sales. Highlights of the increase in first quarter 2007 net sales included a tenth consecutive quarter of double-digit increases in the developing and emerging markets, innovation-driven growth for infant and child care products in North America and for infant care in Europe.

- Net sales of personal care products advanced 10.6 percent in the first quarter, highlighted by sales volume growth in excess of 8 percent. Favorable currency effects of more than 2 percent and better product mix of 1 percent also contributed to the increase in net sales, while net selling prices declined approximately 1 percent.

  Personal care net sales in North America increased about 8 percent compared with the first quarter of 2006, driven entirely by higher sales volumes. Net selling prices were essentially unchanged. Sales volumes for Huggies diapers and baby wipes grew at a double-digit rate on the strength of innovations to the brand's high-margin, super-premium offerings in both categories. Sales momentum for the Corporation's market-leading Pull-Ups training pants remained strong, lifting sales volumes for the Corporation's child care brands to a new first quarter record. Although Kotex feminine care sales volumes were down year-over-year, they were similar to fourth quarter 2006 levels. In Europe, personal care net sales rose more than 12 percent in the quarter, with currency effects accounting for the entire increase. Sales volumes were up 1 percent, as gains for diapers were mostly offset by lower sales volumes in other areas. Meanwhile, net selling prices were down approximately 1 percent compared with the prior year. Positive customer and consumer response to new Huggies Newborn and Natural Fit diapers and Huggies Little Walkers diaper pants, launched in the second half of 2006, resulted in 9 percent volume growth for Huggies diapers in core European markets – the U.K., France, Italy and Spain. In developing and emerging markets, personal care net sales climbed about 16 percent, driven by a 12 percent increase in sales volumes and currency benefits of 3 percent. Sales growth was particularly strong throughout Latin America, as well as in China and Russia.

- Net sales of consumer tissue products rose 6.4 percent versus the first quarter of 2006, as net selling prices improved 3 percent and changes in currency exchange rates also benefited net sales by 3 percent. Favorable product mix added about 2 percent to net sales; however, sales volumes were lower by 2 percent.

  In North America, first quarter net sales of consumer tissue products rose approximately 4 percent, driven primarily by higher net selling prices, up 4 percent, and improved product mix of 1 percent, partially offset by a 1 percent decrease in sales volumes compared with the prior year. The rise in net selling prices was mainly attributable to list price increases implemented during the first half of 2006. Meanwhile, growth in higher-margin facial tissue and bathroom tissue product offerings enhanced product mix. Sales volumes for Kleenex facial tissue in the first quarter increased despite a weaker cold and flu season than in 2006; however, overall volumes for bathroom tissue and paper towels were down, due in part to the timing of promotional activities. In Europe, consumer tissue net sales were up about 6 percent. Net selling prices increased about 1 percent, product mix improved by 2 percent and stronger currencies boosted sales by 10 percent. Sales volumes decreased approximately 7 percent, as the Corporation has continued to maintain a disciplined approach to pricing and has also shed low-margin business following the sale or closure of certain facilities in the region. Consumer tissue net sales in developing and emerging markets rose approximately 11 percent, with growth in all regions, primarily reflecting higher net selling prices, favorable product mix and currency benefits.

- Net sales of K-C Professional & Other products were 6.8 percent above the year-ago quarter. Higher sales volumes and currency effects both contributed about 3 percent to the increase in net sales. Product mix improved 1 percent, while net selling prices for the segment were up slightly, as U.S. price increases in K-C Professional ("KCP") were tempered by lower prices for other products. As a result of its focused strategy to expand in the attractive workplace and safety markets, sales of KCP's differentiated apparel, glove and wiper products in North America and Europe continued to grow at above the segment average. In addition, KCP continued to capitalize on opportunities in rapidly-growing international markets, generating double-digit sales increases in the first quarter in both Asia and Latin America.

- Net sales of health care products were up .7 percent in the first quarter, as favorable product mix and currency benefits of 1 percent each were partially offset by a 1 percent decline in sales volumes. Although most product categories experienced solid growth, overall sales volumes were down as a result of the Corporation's decision, in the second half of last year, to exit the latex exam glove business. In the near term, additional manufacturing capacity is needed to satisfy the growing demand for nitrile exam gloves, particularly new Sterling Nitrile gloves, as customers and users are transitioning to these more cost-effective, better-performing solutions faster than expected. As a result, the Corporation has accelerated plans to bring new capacity on line over the next several months.

By Geography
(Millions of dollars)

Net Sales	**2007**	2006
North America	**$ 2,472.7**	$ 2,367.8
Outside North America	**2,058.0**	1,837.9
Intergeographic sales	**(145.4)**	(137.8)
Consolidated	**$ 4,385.3**	$ 4,067.9

Commentary:

- Net sales in North America increased 4.4 percent primarily due to the higher personal care sales volumes and the higher consumer tissue net selling prices.
- Net sales outside North America increased 12.0 percent primarily because of the previously mentioned strength in the developing and emerging markets, and favorable currency effects, principally in Europe.

Analysis of Operating Profit

By Business Segment
(Millions of dollars)

Operating Profit	**2007**	2006
Personal Care	**$ 347.2**	$ 300.2
Consumer Tissue	**207.1**	209.0
K-C Professional & Other	**108.7**	104.5
Health Care	**55.6**	51.3
Other income and (expense), net	**(3.6)**	(20.2)
Corporate & Other	**(98.9)**	(224.4)
Consolidated	**$ 616.1**	$ 420.4

Note: Other income and (expense), net and Corporate & Other include the following pretax amounts for the Strategic Cost Reductions. In 2007, Corporate & Other also includes incremental implementation costs of $12.2 million related to the transfer of certain administrative processes to third-party providers.

(Millions of dollars)	**2007**	2006
Other income and (expense), net	**$ 9.3**	$ (10.9)
Corporate & Other	**(62.1)**	(197.7)

Commentary:

	Percentage Change in Operating Profit Versus Prior Year						
		Change Due To					
	Total Change	Volume	Net Price	Raw Materials Cost	Energy and Distribution Expense	Currency	Other (a)
Consolidated	46.6	19	9	(18)	(7)	4	40(b)
Personal Care	15.7	19	(3)	(5)	(2)	2	5
Consumer Tissue	(.9)	1	22	(19)	(8)	3	-
K-C Professional & Other	4.0	12	3	(15)	(3)	3	4
Health Care	8.4	17	(2)	(8)	(9)	5	5

(a) Includes cost savings.

(b) Charges for the strategic cost reductions were $168 million lower in 2007 than in 2006.

Consolidated operating profit for the first quarter of 2007 increased $195.7 million, or 46.6 percent from the prior year. The increase was primarily due to lower charges for strategic cost reductions of $168 million. Charges for the strategic cost reductions, discussed later in this MD&A and in Note 3 to the Consolidated Financial Statements, are not included in the results of the business segments. Higher sales volumes of about $80 million, increased net selling prices of nearly $40 million and cost savings of more than $60 million were tempered by cost inflation of about $80 million. The inflationary increases were driven primarily by higher fiber costs, which were up nearly $60 million versus the first quarter of 2006. As planned, strategic marketing expense increased at a faster rate than sales, rising nearly $20 million, principally to support new and improved products and other targeted growth initiatives. The Corporation also incurred about $25 million in additional distribution expense primarily related to the transition to new distribution centers. Also included in first quarter 2007 earnings were incremental charges of about $12 million related to the transfer of administrative activities to third-party providers.

- Personal care segment operating profit increased 15.7 percent as higher sales volumes and cost savings more than offset lower net selling prices and cost inflation. In North America, the benefit of higher sales volumes, primarily for infant and child care products, and cost savings was tempered by increased marketing, research and general expenses. In Europe, operating profit improved due to the higher sales volumes and cost savings. In the developing and emerging markets, higher sales volumes more than offset increased marketing spending.

- Consumer tissue segment operating profit declined .9 percent as higher net selling prices and cost savings were more than offset by raw materials cost inflation and increased distribution expenses. Operating profit in North America decreased because of the same factors affecting the total segment and higher marketing expenses. In Europe, operating profit improved as cost savings and favorable currency effects more than offset raw materials cost inflation. Operating profit in the developing and emerging markets increased primarily due to the higher net sales, tempered by higher distribution expenses.

- Operating profit for K-C Professional & Other products increased 4.0 percent due to the higher net sales, cost savings and lower marketing, research and general expenses, partially offset by cost inflation.

- Health care segment operating profit advanced 8.4 percent due to increased sales volumes of higher margin products and cost savings that more than offset raw materials cost inflation and higher distribution costs.

- Other income and (expense), net for 2007 includes gains of $9.3 million on properties disposed of as part of the strategic cost reduction plan compared with a loss on disposition of $10.9 million in 2006. Foreign currency transaction losses were approximately $1 million higher in 2007 versus 2006.

By Geography
(Millions of dollars)

Operating Profit	**2007**	2006
North America	**$ 490.9**	$ 487.6
Outside North America	**227.7**	177.4
Other income and (expense), net	**(3.6)**	(20.2)
Corporate & Other	**(98.9)**	(224.4)
Consolidated	**$ 616.1**	$ 420.4

Note: Other income and (expense), net and Corporate & Other include the following pretax amounts for the strategic cost reductions. In 2007, Corporate & Other also includes the related implementation costs:

(Millions of dollars)	**2007**	2006
Other income and (expense), net	**$ 9.3**	$ (10.9)
Corporate & Other	**(62.1)**	(197.7)

Commentary:

- Operating profit in North America increased .7 percent as the higher personal care profit was mostly offset by lower consumer tissue earnings.

- Operating profit outside North America increased 28.4 percent with higher earnings in each of the geographic regions except for Africa and the Middle East.

Strategic Cost Reduction Plan

During the first quarter of 2007, the Corporation continued to make progress implementing the strategic cost reduction plan that will support the targeted growth investments announced in July 2005. As previously disclosed, the Corporation plans to reduce costs by streamlining manufacturing and administrative operations primarily in North America and Europe, creating an even more competitive platform for growth and margin improvement.

Pretax charges totaling $40.6 million ($15 million after tax) related to these cost reduction initiatives were recorded in the first quarter of 2007. A majority of the pretax charges were noncash, primarily for incremental depreciation. Major components of the charges were for consolidation of consumer tissue operations in Europe and North American infant and child care operations.

To date, employees have been notified about workforce reductions and other actions at 22 of the approximately 24 facilities slated for sale, closure or streamlining as part of the cost reduction initiatives, and pretax charges of $753.6 million (about $528 million after tax) have been recorded. The Corporation currently expects to incur cumulative pretax charges of $950 million to $1.0 billion ($665 - $700 million after tax) through the end of 2008 that will yield annual pretax savings of at least $350 million in 2009. See Note 3 to the Consolidated Financial Statements for additional detail on the costs recorded in the first quarter of 2007.

Year-over-year savings of approximately $33 million were realized in the first quarter of 2007. Based upon results to date and plans for the balance of the year, the Corporation expects to meet or potentially exceed its target of $75 million to $100 million of savings for the full year 2007. Pretax charges for the full year are expected to total approximately $190 million.

The strategic cost reductions are corporate decisions and are not included in the business segments' operating profit performance. See Note 9 to the Consolidated Financial Statements for the 2007 costs of the strategic cost reductions related to the activities in the Corporation's business segments. First quarter 2007 charges have been recorded in cost of products sold ($41.8 million) and marketing, research and general expenses ($8.1 million); and gains on the disposals of properties totaling $9.3 million have been included in other income and (expense), net.

Additional Income Statement Commentary

- Nonoperating expense of $27.6 million for the first quarter of 2007 is the Corporation's pretax loss associated with its ownership interest in the synthetic fuel partnerships described in Note 5 to the Consolidated Financial Statements.

- Interest expense decreased 6.3 percent primarily due to a higher amount of interest being capitalized for equipment construction combined with the effect of a lower average level of debt partially offset by higher interest rates.

- The Corporation's effective income tax rate was 20.6 percent in 2007 compared with 27.8 percent in 2006. The decrease in 2007 was primarily due to higher synthetic fuel credits and favorable settlements of tax issues related to prior years.

- The Corporation's share of net income of equity affiliates rose 15.4 percent, primarily due to higher earnings at Kimberly-Clark de Mexico, S.A.B. de C.V. ("KCM"). Continued strong performance of KCM's consumer business as well as a lower level of currency transaction losses than in 2006 drove the increase, despite the absence of earnings from pulp and paper operations that were sold in the fourth quarter of last year.

Liquidity and Capital Resources

- Cash provided by operations in the first quarter increased to $525 million from $519 million in 2006, reflecting higher cash earnings primarily offset by an increased investment in working capital compared with the year-ago quarter. The change in working capital was mainly attributable to payment of accrued liabilities.

- Capital spending for the quarter was $282 million compared with $179 million in the prior year. As previously announced, capital spending in 2007 is expected to total $900 million to $1 billion.

- At March 31, 2007, total debt and preferred securities was $4.4 billion, essentially the same level as the end of 2006.

- As discussed in Note 2 to the Consolidated Financial Statements, the Corporation adopted FIN 48 as of January 1, 2007 and recorded an increase in income tax liabilities for uncertain tax benefits and a decrease in retained earnings of $34.2 million. As of January 1, 2007, the Corporation had approximately $490 million of unrecognized tax benefits that it is unable to reasonably determine when such benefits will be settled.

- During the first quarter, the Corporation repurchased approximately 2.2 million shares of its common stock at a cost of $150 million, in line with its target to spend $600 to $800 million for share repurchases for the full year.

- Management believes that the Corporation's ability to generate cash from operations and its capacity to issue short-term and long-term debt are adequate to fund working capital, capital spending, payment of dividends, repurchases of common stock and other needs in the foreseeable future.

New Accounting Standard

See Note 1 to the Consolidated Financial Statements for information on recently issued accounting standards.

Environmental Matters

The Corporation has been named a potentially responsible party under the provisions of the federal Comprehensive Environmental Response, Compensation and Liability Act, or analogous state statutes, at a number of waste disposal sites, none of which, individually or in the aggregate, in management's opinion, is likely to have a material adverse effect on the Corporation's business, financial condition, results of operations, or liquidity.

Business Outlook

Based on its first quarter 2007 results, the Corporation is confident that it will continue to execute the Global Business Plan well. The Corporation believes that it has good momentum and plans in place that should enable generation of solid improvement in sales and earnings for the balance of the year. Although escalation in fiber costs is driving a higher level of inflation than had been assumed coming into the year, the Corporation expects to offset the additional cost pressure with continued strong business performance. At the same time, the Corporation will maintain its commitment to increase customer development and strategic marketing spending to support growth initiatives and further improve brand equity. Finally, the Corporation will remain focused on increasing cash flow from operations, deploying cash wisely and improving returns for shareholders.

Information Concerning Forward-Looking Statements

Certain matters discussed in this report concerning, among other things, the business outlook, including new product introductions, cost savings, anticipated costs and benefits related to the Competitive Improvement Initiatives, anticipated financial and operating results, strategies, contingencies and contemplated transactions of the Corporation, constitute forward-looking statements and are based upon management's expectations and beliefs concerning future events impacting the Corporation. There can be no assurance that these events will occur or that the Corporation's results will be as estimated.

The assumptions used as a basis for the forward-looking statements include many estimates that, among other things, depend on the achievement of future cost savings and projected volume increases. In addition, many factors outside the control of the Corporation, including the prices of the Corporation's raw materials, potential competitive pressures on selling prices or advertising and promotion expenses for the Corporation's products, and fluctuations in foreign currency exchange rates, as well as general economic conditions in the markets in which the Corporation does business, could impact the realization of such estimates.

For a description of these and other factors that could cause the Corporation's future results to differ materially from those expressed in any such forward-looking statements, see Part I, Item 1A of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2006 entitled "Risk Factors."

Item 4. Controls and Procedures.

As of March 31, 2007, an evaluation was performed under the supervision and with the participation of the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on that evaluation, the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Corporation's disclosure controls and procedures were effective as of March 31, 2007. There have been no significant changes during the quarter covered by this report in the Corporation's internal control over financial reporting or in other factors that could significantly affect internal control over financial reporting.

PART II - OTHER INFORMATION

Item 2. Stock Repurchases.

The Corporation regularly repurchases shares of Kimberly-Clark common stock pursuant to publicly announced share repurchase programs. All share repurchases by the Corporation were made through brokers in the open market. During 2007, the Corporation anticipates purchasing about $600 to $800 million of its common stock. The following table contains information for shares repurchased during the first quarter of 2007. None of the shares in this table were repurchased directly from any officer or director of the Corporation.

Period (2007)	Shares Purchased (1)	Average Cost Per Share	Cumulative Number Of Shares Purchased Pursuant To The Plan	Remaining Shares That May Be Repurchased
January 1 to 31	716,000	$ 68.91	17,533,000	32,467,000
February 1 to 28	672,000	69.22	18,205,000	31,795,000
March 1 to 31	798,000	67.80	19,003,000	30,997,000
Total	2,186,000			

(1) Share repurchases were made pursuant to a share repurchase program authorized by the Corporation's Board of Directors on September 15, 2005, which allowed for the repurchase of 50 million shares in an amount not to exceed $5.0 billion.

In addition, during February and March 2007, 5,611 shares at a cost of $389,701 and 6,586 shares at a cost of $448,968, respectively, were purchased from current or former employees in connection with the exercise of employee stock options and other awards. No shares were purchased during January 2007.

Item 4. Submission of Matters to a Vote of Security Holders.

The 2007 Annual Meeting of Stockholders of the Corporation was held on Thursday, April 26, 2007, at the Dallas Marriott Las Colinas, 223 West Las Colinas Boulevard, Irving, Texas. Represented at the meeting in person or by proxy were 414,893,367 shares of common stock, or more than 90 percent of all shares of common stock outstanding.

Election of Directors

Following is a list of directors elected to three-year terms expiring at the 2010 Annual Meeting of Stockholders and the corresponding vote tabulation for the shares represented at the meeting. Of the shares represented at the meeting, at least 96.51 percent voted for each nominee. There were no broker non-votes with respect to this matter.

Nominee	Votes For	Votes Against	Abstain
James M. Jenness	408,637,798	3,342,153	2,913,416
Linda Johnson Rice	400,421,809	11,404,164	3,067,394
Marc J. Shapiro	405,553,546	6,469,532	2,870,289

The Corporation's other directors are John R. Alm, John F. Bergstrom, Dennis R. Beresford, Abelardo E. Bru, Robert W. Decherd, Thomas J. Falk, Mae C. Jemison, M. D., and G. Craig Sullivan.

Other Matters Voted on at Annual Meeting

The stockholders also voted on five proposals at the meeting. The following table shows the vote tabulation for the shares represented at the meeting:

Proposal	Votes For	Votes Against	Abstain	Broker Non-votes
Approval of Auditors	405,281,822	6,707,848	2,903,197	500
Approval of Amended and Restated Certificate of Incorporation to Eliminate the Classified Board of Directors and to Make Certain Technical Changes	408,704,845	3,096,087	3,091,660	775
Stockholder Proposal Regarding Supermajority Voting	295,380,908	67,445,443	4,201,354	47,865,662
Stockholder Proposal Regarding Adoption of Global Human Rights Standards Based on International Labor Conventions	33,997,148	283,861,672	49,172,476	47,862,071
Stockholder Proposal Requesting a Report on the Feasibility of Phasing Out Use of Non-FSC Certified Fiber	27,271,021	309,974,807	29,785,468	47,862,071

Item 6. Exhibits.

(a) Exhibits

(3)a Amended and Restated Certificate of Incorporation, dated April 26, 2007, filed herewith.

(3)b By-Laws, as amended September 14, 2006, incorporated by reference to Exhibit No. (3)b of the Corporation's Current Report on Form 8-K dated September 18, 2006.

(4) Copies of instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission on request.

(31)a Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), filed herewith.

(31)b Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, filed herewith.

(32)a Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.

(32)b Certification of Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.

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.

KIMBERLY-CLARK CORPORATION
(Registrant)

By: /s/ Mark A. Buthman
Mark A. Buthman
Senior Vice President and
Chief Financial Officer
(principal financial officer)

By: /s/ Randy J. Vest
Randy J. Vest
Vice President and Controller
(principal accounting officer)

May 9, 2007

EXHIBIT INDEX

Exhibit No.	Description
(3)a	Amended and Restated Certificate of Incorporation, dated April 26, 2007, filed herewith.
(3)b	By-Laws, as amended September 14, 2006, incorporated by reference to Exhibit No. (3)b of the Corporation’s Current Report on Form 8-K dated September 18, 2006.
(4)	Copies of instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission on request.
(31)a	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), filed herewith.
(31)b	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, filed herewith.
(32)a	Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.
(32)b	Certification of Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.

Exhibit (3)a

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

KIMBERLY-CLARK CORPORATION

April 26, 2007

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
KIMBERLY-CLARK CORPORATION

ARTICLE I

The name of this Corporation is KIMBERLY-CLARK CORPORATION.

ARTICLE II

Its registered office in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL"). The Corporation shall possess and may exercise all powers and privileges necessary or convenient to effect such purpose and all powers and privileges now or hereafter conferred by the laws of the State of Delaware upon corporations formed under the DGCL.

ARTICLE IV

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is one billion, two hundred and twenty million (1,220,000,000) shares which shall be divided into two classes as follows:

(a) Twenty million (20,000,000) shares of Preferred Stock without par value; and

(b) One billion, two hundred million (1,200,000,000) shares of Common Stock of the par value of One Dollar and Twenty-five Cents ($1.25) per Share.

ARTICLE V

A statement of the voting powers and of the designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof, of each class of stock of the Corporation, is as follows:

(1) *In General*

No holders of shares of this Corporation of any class, or of bonds, debentures or other securities convertible into stock of any class, shall be entitled as of right to subscribe for, purchase, or receive any stock of any class whether now or hereafter authorized, or any bonds, debentures or other securities whether now or hereafter authorized, convertible into stock of any class, or any stock into which said bonds, debentures or other securities may be convertible, and all such additional shares of stock, debentures or other securities, together with the stock into which the same may be converted, may be issued and disposed of by the Board of Directors to such persons and on such terms and for such consideration (as far as may be permitted by law) as the Board of Directors in their absolute discretion may deem advisable.

All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of this Certificate of Incorporation.

(2) *Preferred Stock*

The Preferred Stock may be issued from time to time in one or more series, with such distinctive serial designations as may be stated or expressed in the resolution or resolutions providing for the issue of such stock adopted from time to time by the Board of Directors; and in such resolution or resolutions providing for the issue of shares of each particular series, the Board of Directors is also expressly authorized to fix: the consideration for which the shares of such series are to be issued; the number of shares constituting such series; the rate of dividends upon which and the times at which dividends on shares of such series shall be payable and the preference, if any, which such dividends shall have relative to dividends on shares of any other class or classes or any other series of stock of the Corporation; whether such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which dividends on shares of such series shall be cumulative; the voting rights, if any, to be provided for shares of such series; the rights, if any, which the holders of shares of such series shall have in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; the rights, if any, which the holders of shares of such series shall have to convert such shares into or exchange such shares for shares of any other class or classes or any other series of stock of the Corporation and the terms and conditions, including price and rate of exchange, of such conversion or exchange; the redemption price or prices and other terms of redemption, if any, for shares of such series; and any and all other preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof pertaining to shares of such series.

(3) *Common Stock*

(a) Subject to preferences and rights to which holders of stock other than the Common Stock may have become entitled by resolution or resolutions of the Board of Directors as hereinbefore provided, such dividends (payable in cash, stock, or otherwise) as may be determined by the Board of Directors may be declared and paid out of funds legally available therefor upon the Common Stock from time to time.

(b) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the holders of the Common Stock shall be entitled to share ratably in all assets available for distribution to the shareholders, subject to preferences and rights to which the holders of stock other than the Common Stock may have become entitled by resolution or resolutions of the Board of Directors as hereinbefore provided.

(c) The holders of Common Stock shall be entitled to one vote for each of the shares held by them of record at the time for determining holders thereof entitled to vote.

ARTICLE VI

(1) The following corporate action shall require the approval, given at a stockholders' meeting or by consent in writing, of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the outstanding shares of capital stock of the Corporation then entitled to vote thereon:

(a) the dissolution of the Corporation, or

(b) the sale, lease, exchange or conveyance of all or substantially all of the property and assets of the Corporation, or

(c) the adoption of an agreement of merger or consolidation, but no stockholder approval shall be required for any merger or consolidation which, under the laws of the State of Delaware, need not be approved by the stockholders of the Corporation.

(2) The number of authorized shares of any class or classes of stock may be increased or decreased by the approval of the holders of a majority of all of the stock of the Corporation entitled to vote thereon, except to the extent that, in the resolution or resolutions providing for the issuance of a class or series of stock, the Board of Directors shall specify that approval of the holders of one or more classes or series of stock shall be required to increase or decrease the number of authorized shares of one or more classes or series of stock.

(3) Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders, except for stockholder approvals required by Section (1) of this Article VI.

(4) Meetings of stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a majority of the entire Board of Directors, by the Chairman of the Board, or by the Chief Executive Officer.

ARTICLE VII

The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VIII

(1) *Power of the Board of Directors.* The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. In furtherance, and not in limitation, of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

(a) to make, alter, amend or repeal the By-Laws of the Corporation; *provided, however,* that no By-Laws hereafter adopted shall invalidate any prior act of the Directors that would have been valid if such By-Laws had not been adopted;

(b) to determine the rights, powers, duties, rules and procedures that affect the power of the Board of Directors to direct the business and affairs of the Corporation, including the power to designate and empower committees of the Board of Directors, to elect, appoint and empower the officers and other agents of the Corporation, and to determine the time and place of, and the notice requirements for, Board meetings, as well as quorum and voting requirements (except as otherwise provided in this Certificate of Incorporation) for, and the manner of taking, Board action; and

(c) to exercise all such powers and do all such acts as may be exercised by the Corporation, subject to the provisions of the laws of the State of Delaware, this Certificate of Incorporation, and any By-Laws of the Corporation.

(2) *Number of Directors.* The number of Directors constituting the entire Board of Directors shall be as authorized from time to time exclusively by the affirmative vote of a majority of the entire Board of Directors. As used in this Certificate of Incorporation, the term "entire Board of Directors" means the total authorized number of Directors that the Corporation would have if there were no vacancies.

(3) *Terms of Directors.* At the 2008 annual meeting of stockholders of the Corporation, the successors of the Directors whose terms expire at that meeting shall be elected for a term expiring at the 2009 annual meeting of stockholders of the Corporation; at the 2009 annual meeting of stockholders of the Corporation, the successors of the Directors whose terms expire at that meeting shall be elected for a term expiring at the 2010 annual meeting of stockholders of the Corporation; and at each annual meeting of stockholders of the Corporation thereafter, the Directors shall be elected for terms expiring at the next succeeding annual meeting of stockholders of the Corporation, with each Director to hold office until his or her successor shall have been duly elected and qualified.

(4) *Nominations.* Subject to the rights of holders of any series of Preferred Stock or any other class of capital stock of the Corporation (other than the Common Stock) then outstanding, nominations for the election of Directors may be made by the affirmative vote of a majority of the entire Board of Directors or by any stockholder of record entitled to vote generally in the election of Directors. However, any stockholder of record entitled to vote generally in the election of Directors may nominate one or more persons for election as Directors at a meeting only if a written notice of such stockholder's intent to make such nomination or nominations, meeting the requirements described below, has been given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the Corporation, and received by the Corporation, not less than 75 days nor more than 100 days prior to the meeting; *provided, however,* that in the event that less than 75 days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of meeting was mailed or such public disclosure was made, whichever first occurs. Each such notice to the Secretary shall set forth: (i) the name and address of record of the stockholder who intends to make the nomination; (ii) a representation that the stockholder is a holder of record of shares of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (iii) the name, age, business and residence addresses, and principal occupation or employment of each nominee; (iv) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder; (v) such other information regarding each nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission; and (vi) the consent of each nominee to serve as a Director of the Corporation if so elected. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation. The presiding officer of the meeting may, if the facts warrant, determine that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

(5) *Vacancies.* Subject to the rights of the holders of any series of Preferred Stock or any other class of capital stock of the Corporation (other than the Common Stock) then outstanding, any vacancies in the Board of Directors for any reason and any newly created Directorships resulting by reason of any increase in the number of Directors may be filled only by the Board of Directors, acting by the affirmative vote of a majority of the remaining Directors then in office, although less than a quorum. Any Director elected or appointed to fill a vacancy shall hold office until the next election of Directors and until his or her successor is elected and qualified.

(6) *Removal of Directors.* Subject to the rights of the holders of any series of Preferred Stock or any other class of capital stock of the Corporation (other than the Common Stock) then outstanding, any Director, or the entire Board of Directors, may be removed from office at any time prior to the expiration of his, her or their term of office, with or without cause, by the affirmative vote of the holders of record of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class; *provided*, *however*, if a Director's term was scheduled at the time of its commencement to extend beyond the next succeeding annual meeting of stockholders of the Corporation, such Director may only be removed for cause and only by the affirmative vote of the holders of record of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class.

ARTICLE IX

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application
has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE X

(1) *Certain Definitions.* For the purposes of this Article X and the second proviso of Article XI:

A. "Business Combination" means:

(i) any merger or consolidation of the Corporation or any Subsidiary with (a) an Interested Stockholder or (b) any other Person (whether or not itself an Interested Stockholder) which is, or after such merger or consolidation would be, an Affiliate or Associate of an Interested Stockholder; or

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with, or proposed by or on behalf of, an Interested Stockholder or an Affiliate or Associate of an Interested Stockholder of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value of not less than one percent (1%) of the total assets of the Corporation as reported in the consolidated balance sheet of the Corporation as of the end of the most recent quarter with respect to which such balance sheet has been prepared; or

(iii) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to, or proposed by or on behalf of, an Interested Stockholder or an Affiliate or Associate of an Interested Stockholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of not less than one percent (1%) of the total assets of the Corporation as reported in the consolidated balance sheet of the Corporation as of the end of the most recent quarter with respect to which such balance sheet has been prepared; or

(iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation, or any spin-off or split-up of any kind of the Corporation or any Subsidiary, proposed by or on behalf of an Interested Stockholder or an Affiliate or Associate of an Interested Stockholder; or

(v) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any Subsidiary or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder) which has the effect, directly or indirectly, of increasing the percentage of the outstanding shares of (a) any class of equity securities of the Corporation or any Subsidiary or (b) any class of securities of the Corporation or any Subsidiary convertible into equity securities of the Corporation or any Subsidiary, represented by securities of such class which are directly or indirectly owned by an Interested Stockholder and all of its Affiliates and Associates; or

(vi) any agreement, contract or other arrangement providing for anyone or more of the actions specified in clauses (i) through
(v) of this Section (1) A.

B. "Affiliate" or "Associate" have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as in effect on January 1, 1986.

C. "Beneficial Owner" has the meaning ascribed to such term in Rule 13d-3 of the General Rules and Regulations under the Exchange Act, as in effect on January 1, 1986.

D. "Continuing Director" means: (i) any member of the Board of Directors of the Corporation who (a) is neither the Interested Stockholder involved in the Business Combination as to which a vote of Continuing Directors is provided hereunder, nor an Affiliate, Associate, employee, agent, or nominee of such Interested Stockholder, or the relative of any of the foregoing, and (b) was a member of the Board of Directors of the Corporation prior to the time that such Interested Stockholder became an Interested Stockholder; and (ii) any successor of a Continuing Director described in clause (i) who is recommended or elected to succeed a Continuing Director by the affirmative vote of a majority of Continuing Directors then on the Board of Directors of the Corporation.

E. "Fair Market Value" means: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not reported on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Exchange Act on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any similar interdealer quotation system then in use, or, if no such quotation is available, the fair market value on the date in question of a share of such stock as determined by a majority of the Continuing Directors in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by a majority of the Continuing Directors in good faith.

F. "Interested Stockholder" means any Person (other than the Corporation or any Subsidiary, any employee benefit plan maintained by the Company or any Subsidiary or any trustee or fiduciary with respect to any such plan when acting in such capacity) who or which:

(i) is, or was at any time within the two-year period immediately prior to the date in question, the Beneficial Owner of five percent (5%) or more of the voting power of the then outstanding Voting Stock of the Corporation; or

(ii) is an assignee of, or has otherwise succeeded to, any shares of Voting Stock of the Corporation of which an Interested Stockholder was the Beneficial Owner at any time within the two-year period immediately prior to the date in question, if such assignment or succession shall have occurred in the course of a transaction, or series of transactions, not involving a public offering within the meaning of the Securities Act of 1933, as amended.

For the purpose of determining whether a Person is an Interested Stockholder, the outstanding Voting Stock of the Corporation shall include unissued shares of Voting Stock of the Corporation of which the Interested Stockholder is the Beneficial Owner but shall not include any other shares of Voting Stock of the Corporation which may be issuable pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, warrants or options, or otherwise, to any Person who is not the Interested Stockholder.

G. A "Person" means any individual, partnership, firm, corporation, association, trust, unincorporated organization or other entity, as well as any syndicate or group deemed to be a person under Section 14(d)(2) of the Exchange Act.

H. "Subsidiary" means any corporation of which the Corporation owns, directly or indirectly, (i) a majority of the outstanding shares of equity securities of such corporation, or (ii) shares having a majority of the voting power represented by all of the outstanding shares of Voting Stock of such corporation. For the purpose of determining whether a corporation is a Subsidiary, the outstanding Voting Stock and shares of equity securities thereof shall include unissued shares of which the Corporation is the Beneficial Owner but shall not include any other shares of Voting Stock of the corporation which may be issuable pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, warrants or options, or otherwise, to any Person who is not the corporation.

I. "Voting Stock" means outstanding shares of capital stock of the relevant corporation entitled to vote generally in the election of Directors.

(2) *Higher Vote for Business Combinations.* In addition to any affirmative vote required by law or by this Certificate of Incorporation, and except as otherwise expressly provided in Section (3) of this Article, any Business Combination shall require the affirmative vote of the holders of record of outstanding shares representing at least eighty percent (80%) of the voting power of the then outstanding shares of the Voting Stock of the Corporation, voting together as a single class, voting at a stockholders' meeting and not by consent in writing. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

(3) *When Higher Vote Is Not Required.* The provisions of Section (2) of this Article shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote, if any, of the stockholders as is required by law and any other provision of this Certificate of Incorporation, if the conditions specified in either of the following paragraphs A and B are met.

A. *Approval by Continuing Directors.* The Business Combination shall have been approved by the affirmative vote of a majority of the Continuing Directors, even if the Continuing Directors do not constitute a quorum of the entire Board of Directors.

B. *Form of Consideration, Price and Procedure Requirements.* All of the following conditions shall have been met:

(i) With respect to each share of each class of Voting Stock of the Corporation (including Common Stock), the holder thereof shall be entitled to receive on or before the date of the consummation of the Business Combination (the "Consummation Date"), consideration, in the form specified in subsection (3)(B)(ii) hereof, with an aggregate Fair Market Value as of the Consummation Date at least equal to the highest of the following:

(a) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder to which the Business Combination relates, or by any Affiliate or Associate of such Interested Stockholder, for any shares of such class of Voting Stock acquired by it (1) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (2) in the transaction in which it became an Interested Stockholder, whichever is higher;

(b) the Fair Market Value per share of such class of Voting Stock of the Corporation on the Announcement Date; and

(c) the highest preferential amount per share, if any, to which the holders of shares of such class of Voting Stock of the Corporation are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(ii) The consideration to be received by holders of a particular class of outstanding Voting Stock of the Corporation (including Common Stock) as described in subsection (3)(B)(i) hereof shall be in cash or if the consideration previously paid by or on behalf of the Interested Stockholder in connection with its acquisition of beneficial ownership of shares of such class of Voting Stock consisted in whole or in part of consideration other than cash, then in the same form as such consideration. If such payment for shares of any class of Voting Stock of the Corporation has been made in varying forms of consideration, the form of consideration for such class of Voting Stock shall be either cash or the form used to acquire the beneficial ownership of the largest number of shares of such class of Voting Stock previously acquired by the Interested Stockholder.

(iii) After such Interested Stockholder has become an Interested Stockholder and prior to the Consummation Date: (a) except as approved by the affirmative vote of a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on the outstanding Preferred Stock of the Corporation, if any; (b) there shall have been (1) no reduction in the annual rate of dividends paid on the Common Stock of the Corporation (except as necessary to reflect any subdivision of the Common Stock), except as approved by the affirmative vote of a majority of the Continuing Directors, and (2) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of Common Stock, unless the failure so to increase such annual rate is approved by the affirmative vote of a majority of the Continuing Directors; and (c) such Interested Stockholder shall not have become the Beneficial Owner of any additional shares of Voting Stock of the Corporation except as part of the transaction which results in such Interested Stockholder becoming an Interested Stockholder.

(iv) After such Interested Stockholder has become an Interested Stockholder, neither such Interested Stockholder nor any Affiliate or Associate thereof shall have received the benefit, directly or indirectly (except proportionately as a stockholder of the Corporation), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation.

(v) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Exchange Act and the General Rules and Regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to the stockholders of the Corporation at least 45 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions thereof).

(4) *Powers of Continuing Directors.* A majority of the Continuing Directors shall have the power and duty to determine, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Article, including, without limitation, (A) whether a Person is an Interested Stockholder, (B) the number of shares of Voting Stock of the Corporation beneficially owned by any Person, (C) whether a Person is an Affiliate or Associate of another, (D) whether the requirements of paragraph B of Section (3) have been met with respect to any Business Combination, and (E) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of not less than one percent (1%) of the total assets of the Corporation as reported in the consolidated balance sheet of the Corporation as of the end of the most recent quarter with respect to which such balance sheet has been prepared; and the good faith determination of a majority of the Continuing Directors on such matters shall be conclusive and binding for all the purposes of this Article.

(5) *No Effect on* Fiduciary *Obligations.*

A. Nothing contained in this Article shall be construed to relieve the members of the Board of Directors or an Interested Stockholder from any fiduciary obligation imposed by law.

B. The fact that any Business Combination complies with the provisions of Section (3) of this Article shall not be construed to impose any fiduciary duty, obligation or responsibility on the Board of Directors, or any member thereof, to approve such Business Combination or recommend its adoption or approval to the stockholders of the Corporation, nor shall such compliance limit, prohibit or otherwise restrict in any manner the Board of Directors, or any member thereof, with respect to evaluations of or actions and responses taken with respect to such Business Combination.

(6) *Effect on Other Provisions.* The provisions of this Article X are in addition to, and shall not alter or amend, the provisions of Section (1) of Article VI of this Certificate of Incorporation.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power; *provided that,* notwithstanding the fact that a lesser percentage may be specified by the DGCL, the affirmative vote of the holders of record of outstanding shares representing at least eighty percent (80%) of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class, shall be required to amend, alter, change, repeal, or adopt any provision or provisions inconsistent with, Section (2) of Article V, Sections (3) and (4) of Article VI, and Article XI (except for the second proviso of this Article XI) of this Certificate of Incorporation unless such amendment, alteration, change, repeal or adoption of any inconsistent provision or provisions is declared advisable by the Board of Directors by the affirmative vote of at least seventy-five percent (75%) of the entire Board of Directors; *and provided further that,* notwithstanding the fact that a lesser percentage may be specified by the DGCL, the affirmative vote of the holders of record of outstanding shares representing at least eighty percent (80%) of the voting power of all the outstanding Voting Stock of the Corporation, voting together as a single class, shall be required to amend, alter or repeal, or adopt any provision or provisions inconsistent with, any provision of Article X or this proviso of this Article XI, unless such amendment, alteration, repeal, or adoption of any inconsistent provision or provisions is declared advisable by the Board of Directors by the affirmative vote of at least seventy-five percent (75%) of the entire Board of Directors and by a majority of the Continuing Directors.

ARTICLE XII

No Director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such Director as a Director. Notwithstanding the foregoing, a Director shall be liable to the extent provided by applicable law (i) for breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the Director derived an improper personal benefit. No amendment to or repeal of these provisions shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

Exhibit No. (31)a

CERTIFICATIONS

I, Thomas J. Falk, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kimberly-Clark Corporation (the “registrant”);

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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) 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

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting 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; and

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.

May 9, 2007

/s/ Thomas J. Falk
Thomas J. Falk
Chief Executive Officer

Exhibit No. (31)b

CERTIFICATIONS

I, Mark A. Buthman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kimberly-Clark Corporation (the "registrant");

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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) 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

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting 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; and

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.

May 9, 2007

/s/ Mark A. Buthman
Mark A. Buthman
Chief Financial Officer

Exhibit No. (32)a

Certification of Chief Executive Officer
Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code

I, Thomas J. Falk, Chief Executive Officer of Kimberly-Clark Corporation, certify that, to my knowledge:

(1) the Form 10-Q, filed with the Securities and Exchange Commission on May 5, 2006 ("accompanied 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 accompanied report fairly presents, in all material respects, the financial condition and results of operations of Kimberly-Clark Corporation.

/s/ Thomas J. Falk
Thomas J. Falk
Chief Executive Officer

May 9, 2007

Exhibit No. (32)b

Certification of Chief Executive Officer
Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code

I, Mark A. Buthman, Chief Financial Officer of Kimberly-Clark Corporation, certify that, to my knowledge:

(1) the Form 10-Q, filed with the Securities and Exchange Commission on May 5, 2006 (“accompanied 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 accompanied report fairly presents, in all material respects, the financial condition and results of operations of Kimberly-Clark Corporation.

/s/ Mark A. Buthman
Mark A. Buthman
Chief Financial Officer

May 9, 2007

kc_10q-1q07.pdf is Missing in the Submission Header