

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

DESIGNS, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

25057L102
(CUSIP Number)

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

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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

1 NAME OF REPORTING PERSON
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 HEARTLAND ADVISORS, INC.
 #39-1078128

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 WISCONSIN, U.S.A.

	5	SOLE VOTING POWER
NUMBER OF		2,505,200
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		NONE
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		2,736,000
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,736,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 17.4%

12 TYPE OF REPORTING PERSON*
 IA

Item 1.

(a) Name of Issuer: Designs, Inc.

(b) Address of Issuer's Principal Executive Offices:

66 B Street
Needham, MA 02194

Item 2.

(a) Name of Person Filing: Heartland Advisors, Inc.

(b) Address of Principal Business Office:

Heartland Advisors, Inc.
790 North Milwaukee Street
Milwaukee, WI 53202

(c) Citizenship: Heartland Advisors is a Wisconsin corporation.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 25057L102

Item 3. If this statement is filed pursuant to Rule 13d-1(b),

or 13d-2(b), check whether the person filing is a:

- (a)___ Broker or Dealer registered under Section 15 of the Act.
- (b)___ Bank as defined in Section 3(a)(6) of the Act.
- (c)___ Insurance company as defined in Section 3(a)(19) of the Act.
- (d)___ Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) X Investment adviser registered under Section 203 of --- the Investment Advisers Act of 1940.
- (f)___ Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Sec 240.13d-1(b)(1)(ii)(F).

(g)___ Parent Holding Company, in accordance with
Sec 240.13d-1(b)(ii)(G) (Note: See Item 1).

(h)___ Group, in accordance with
Sec 240.13d-1(b)(1)(ii)(H).

Item 4. Ownership.

(a) Amount beneficially owned:

2,736,000 shares may be deemed beneficially owned within the meaning of
Rule 13d-3 of the Securities Exchange Act of 1934 by Heartland Advisors,
Inc.

(b) Percent of Class:

17.4%

(c) For information on voting and dispositive power with respect to the
above listed shares, see Items 5-8 of the Cover Page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as
of the date hereof the reporting person has ceased to be the
beneficial owner of more than five percent of the class of
securities, check the following:[]

Item 6. Ownership of more than Five Percent on Behalf of Another

Person.

The shares of common stock to which this Schedule relates are held in
investment advisory accounts of Heartland Advisors, Inc. As a result, various
persons have the right to receive or the power to direct the receipt of
dividends from, or the proceeds from the sale of, the securities. The interests
of one such account, Heartland Value Fund, a series of Heartland Group, Inc., a
registered investment company, relates to more than 5% of the class.

Item 7. Identification and Classification of the Subsidiary Which Acquired the

Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

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

DATE: January 23, 1998

HEARTLAND ADVISORS, INC.

By: PATRICK J. RETZER

Patrick J. Retzer
Senior Vice President/Treasurer