Abstract: Among the Third World countries, Sri Lanka is unique in reaching the final phase of the demographic transition in a relatively short period of time, in spite of low achievement of economic growth over much of its history. This Paper attempts to identify the major patters in fertility, and inquire into the determinants of changing fertility trends. The Paper also explores some of the major socio-economic implications arising from the changing demographic scenario. It is clearly seen that this situation will present opportunities and challenges for the Sri Lankan society, in respect of many areas of development.