

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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

HURCO COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Indiana

35-

1150732

(State or other
jurisdiction
organization)

(I.R.S. Employer
of incorporation or
Identification No.)

**One Technology Way
Indianapolis,**

Indiana
Offices)

(Address of Principal Executive

46268

(Zip Code)

**HURCO COMPANIES, INC.
1997 STOCK OPTION AND INCENTIVE PLAN
(Full title of the plan)**

**Stephen J. Alesia
One Technology Way
Indianapolis, Indiana 46268**
(Name and address of agent for service)

(317) 293-5309
(Telephone number, including area code, of agent for service)

Copy to:
David C. Worrell

Baker & Daniels

LLP
2700
46204
0300

**300 North Meridian Street, Suite
Indianapolis, Indiana
(317) 237-**

CALCULATION OF REGISTRATION FEE

| Title of Securities registered | to | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee (2) |
|---|-----------|--|--|--|---|
| Common Stock, no par value | | 250,000 shares | \$17.415 | \$4,353,750.00 | \$512.44 |

(1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the Hurco Companies, Inc. 1997 Stock Option and Incentive Plan (the "Plan") as to the result of stock splits, stock dividends or similar adjustments of the outstanding Common Stock pursuant to Rule 416(a).

(2) Estimated solely for purposes of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sale prices of the Common Stock as reported by the Nasdaq Stock Market on June 21, 2005, which was \$17.415 per share.



EXPLANATORY NOTE; INCORPORATION BY REFERENCE

This Registration Statement relates to the registration of 250,000 additional shares of Common Stock, no par value, of Hurco Companies, Inc. (the "Registrant") reserved for issuance and delivery under the Registrant's 1997 Stock Option and Incentive Plan, as amended (the "Plan"). The increase in the number of shares authorized to be issued under the Plan was approved by the Registrant's shareholders on March 16, 2005. Pursuant to Form S-8 Registration Statements filed by the Registrant on October 8, 1997 and October 19, 2000, the Registrant has previously registered an aggregate of 750,000 shares of Common Stock reserved for issuance under the Plan. The contents of those Form S-8 Registration Statements (File Nos. 333-37401 and 333-48204) are incorporated herein by reference pursuant to General Instruction E to the Form S-8.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on June 21, 2005.

HURCO COMPANIES, INC.

By: /s/ Stephen J. Alesia
Stephen J. Alesia

Vice President, Secretary, Treasurer
and Chief Financial Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes each of Michael Doar and Stephen J. Alesia, each with full power of substitution, to execute in the name and on behalf of such person any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the registrant deems appropriate, and appoints each of Michael Doar and Stephen J. Alesia, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

| Signature | Title | Date |
|---|--|---------------|
| <u>/s/ Michael Doar</u> Michael Doar | Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer) | June 21, 2005 |
| <u>/s/ Stephen J. Alesia</u> Stephen J. Alesia | Vice President, Secretary, Treasurer and Chief Financial Officer (Principal Financial Officer) | June 21, 2005 |
| <u>/s/ Sonja K. McClelland</u> Sonja K. McClelland | Corporate Controller (Principal Accounting Officer) | June 21, 2005 |
| <u>/s/ Stephen H. Cooper</u> Stephen H. Cooper | Director | June 21, 2005 |
| <u>/s/ Robert W. Cruickshank</u> Robert W. Cruickshank | Director | June 21, 2005 |
| <u>/s/ Richard T. Niner</u> Richard T. Niner | Director | June 21, 2005 |
| <u>/s/ O. Curtis Noel</u> O. Curtis Noel | Director | June 21, 2005 |
| <u>/s/ Charles E. Mitchell Rentschler</u> Charles E. Mitchell Rentschler | Director | June 21, 2005 |
| <u>/s/ Gerald V. Roch</u> Gerald V. Roch | Director | June 21, 2005 |

INDEX TO EXHIBITS

| Exhibit No. | Description of Exhibit |
|------------------------|--|
| 4.1 | Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on 10-Q for the quarter ended July 31, 2000). |
| 4.2 | Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on January 11, 2005). |
| 4.3 | Hurco Companies, Inc. 1997 Stock Option and Incentive Plan, as amended (incorporated by reference to Annex A to the Registrant's Proxy Statement filed with the Commission on January 28, 2005). |
| 5 | Opinion of Baker & Daniels LLP, counsel for Registrant, as to the legality of the securities being registered. |
| 23.1 | Consent of PricewaterhouseCoopers LLP. |
| 23.2 | Consent of Baker & Daniels LLP (included in Exhibit 5). |
| 24 | Powers of Attorney (included on the Signature Page of the Registration Statement). |

BAKER & DANIELS LLP

300 NORTH MERIDIAN

STREET

SUITE 2700
INDIANAPOLIS,

INDIANA 46204

(317) 237-0300

June 22, 2005

Hurco Companies, Inc.
One Technology Way
Indianapolis, IN 46268

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Hurco Companies, Inc., an Indiana corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), registering the offer and sale of up to 250,000 shares (the "Shares") of the Company's common stock, no par value, pursuant to the Company's 1997 Stock Option and Incentive Plan, as amended (the "Plan").

In so acting, we have examined and relied upon the originals, or copies certified or otherwise identified to our satisfaction, of such records, documents and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. For purposes of this opinion, we have assumed that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Registration Statement shall have become effective and the Shares have been issued, the Shares will be validly issued, fully paid and non-assessable.

Our opinion expressed above is limited to the federal law of the United States and the law of the State of Indiana.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Very truly yours,

/s/ BAKER & DANIELS LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 23, 2004, relating to the financial statements and financial statement schedules of Hurco Companies, Inc., which appears in the Hurco Companies, Inc.'s Annual Report on Form 10-K for the year ended October 31, 2004.

/S/ PRICEWATERHOUSECOOPERS LLP
Indianapolis, Indiana
June 20, 2005