

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-3
(RULE 13E-100)

TRANSACTION STATEMENT UNDER SECTION 13(E) OF THE SECURITIES
EXCHANGE ACT OF 1934 AND RULE 13E-3 THEREUNDER

RULE 13E-3 TRANSACTION STATEMENT UNDER SECTION 13(E) OF THE
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 4)

HURCO COMPANIES, INC.
(NAME OF ISSUER)

HURCO COMPANIES, INC.
(NAME OF PERSON(S) FILING STATEMENT)

COMMON STOCK, NO PAR VALUE
(TITLE OF CLASS OF SECURITIES)

447324104
(CUSIP NUMBER OF CLASS OF SECURITIES)

MICHAEL DOAR
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
HURCO COMPANIES, INC.
ONE TECHNOLOGY WAY
INDIANAPOLIS, INDIANA 46268
(317) 293-5309

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF THE PERSON(S) FILING STATEMENT)

WITH COPIES TO:

STEPHEN H. COOPER, ESQ.
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153
(212) 310-8000

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement
subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the
Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of
1993.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement
referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results
of the transaction.

CALCULATION OF FILING FEE

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Transaction valuation: \$27,805* Amount of filing fee: \$2.25
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* Calculated solely for the purpose of determining the filing fee, based upon
the odd-lot tender offer price of \$3.35 share for the eligible common
stock, multiplied by 8,300, the maximum number of shares to be purchased in
the offer.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2.25 Filing Party: Hurco Companies, Inc.

Form or Registration No.: Schedule 13E-3 Date Filed: June 3, 2003

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This Amendment No. 4 (this "Amendment") amends and supplements the Schedule 13E-3 Transaction Statement filed with the Securities and Exchange Commission (the "Commission") on June 3, 2003, Amendment No. 1 to the Schedule 13E-3 Transaction Statement filed with the Commission on June 13, 2003, Amendment No. 2 to the Schedule 13E-3 Transaction Statement filed with the Commission on June 18, 2003 and Amendment No. 3 to the Schedule 13E-3 Transaction Statement filed with the Commission on June 20, 2003 (as so amended, the "Schedule 13E-3") by Hurco Companies, Inc. (the "Company"). This Schedule 13E-3 relates to the offer (the "Offer") by the Company to purchase for cash all shares of the Company's common stock, no par value (the "Common Stock"), held by stockholders that own 99 or less shares of Common Stock as of the close of business on June 2, 2003, pursuant to the Offer to Purchase, dated June 3, 2003 and the related Letter of Transmittal.

The information set forth in the Offer to Purchase and the related Letter of Transmittal is expressly incorporated herein by reference in response to all the items of this Amendment, except as set forth below. In addition, the information set forth in Items 1 through 16 of the Schedule 13E-3 are incorporated herein by reference with respect to Items 1 through 16 of this Amendment, except those Items as to which information specifically provided herein is relevant, in which case the information contained in the Schedule 13E-3 is incorporated herein by reference in partial answer to those Items unless otherwise noted hereto.

ITEM 16: EXHIBITS.

Item 16 of Schedule 13E-3 is hereby amended and supplemented by adding the following exhibit thereto:

(a) (10) Form of Letter from the Company to Odd Lot Shareholders.

SIGNATURE

After due 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.

Dated: July 14, 2003

HURCO COMPANIES, INC.

By: /s/ Michael Doar

Name: Michael Doar
Title: Chairman of the Board and Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NO.

EXHIBIT

(a) (10) Form of Letter from Hurco Companies, Inc. to Odd Lot Shareholders.

July 11, 2003

((SHAREHOLDER NAME>>
((SHAREHOLDER ADDRESS))
((SHAREHOLDER CITY, STATE ZIP))

RE: Important - Tender Offer

Dear SHAREHOLDER NAME:

On July 2, 2003, Hurco extended its tender offer for an additional thirty (30) days in order to allow our shareholders who hold 99 shares or less to tender their shares.

We are writing again to you for several reasons. First, we want to reiterate the significant benefit Hurco will derive from not being required to file all of the SEC required documents. As described in the document you previously received, we estimate the savings to be \$400,000 a year.

Second, we have learned that several shareholders may have lost or misplaced their stock certificates. If you want to tender your shares but have lost or misplaced your certificate, please call Equiserve Trust Company, the depository for the tender offer at (877) 282-1168 (toll free); they will assist you in replacing your certificate at no cost to you.

Finally, at the time we originally made the tender offer our stock was trading at a price of \$2.80 and so at our offer price of \$3.35, we were paying a 19.6% premium. We are holding our offer price at \$3.35 during this extension, which represents a 38.4% premium over our stock's closing price of \$2.42 on July 9, 2003.

Please call me at 317-298-2600 or Judy Summers at 317-298-2607 if you have any questions or if we can assist you in any way.

Very truly yours,

/s/ Michael Doar

Michael Doar
Chairman and Chief Executive Officer