

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On December 20, 2004, Hurco Companies, Inc. (the "Registrant") notified the Nasdaq Stock Market, Inc. ("Nasdaq") that Richard T. Niner, a member of the board of directors and the audit committee, may not qualify as an independent director for purposes of Nasdaq Marketplace Rule 4350(d)(2) regarding Audit Committee Composition. Nasdaq Marketplace Rule 4350(d)(4) provides for a cure period until the earlier of the Registrant's next annual shareholders' meeting or one year from the occurrence of the event that caused the failure to comply with this requirement, in order to regain compliance. The Registrant intends to regain compliance with Nasdaq Marketplace Rule 4350 as promptly as possible.

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 hereunto duly authorized.

Dated: December 23, 2004

HURCO COMPANIES, INC.

By: /s/ Stephen J. Alesia
Stephen J. Alesia, Vice President and
Chief Financial Officer
