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PURE CYCLE CORP
 Form S-8
 May 06, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 6, 2004.
 REGISTRATION NO. 333 -

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

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

PURE CYCLE CORPORATION
 (Exact name of registrant as specified in its charter)

DELAWARE
 (State or other jurisdiction of
 incorporation or organization)

84-0705083
 (I.R.S. Employer
 Identification No.)

8451 DELAWARE STREET, THORNTON, COLORADO
 (Address of Principal Executive Offices)

80260
 (Zip Code)

EQUITY INCENTIVE PLAN
 OPTION AGREEMENT, NON-STATUTORY STOCK OPTION
 2004 EQUITY INCENTIVE PLAN

(Full title of the plan)

MARK W. HARDING
 PRESIDENT AND CHIEF FINANCIAL OFFICER
 8451 DELAWARE STREET
 THORNTON, COLORADO 80260

WITH A COPY TO:
 WANDA J. ABEL
 DAVIS GRAHAM & STUBBS LLP
 1550 17TH STREET, SUITE 500
 DENVER, COLORADO 80202

(Name and address of agent for service)

(303) 292-3456

(303) 892-9400

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock (1/3 of \$.01 par value)	2,600,000 (1)	\$ 1.80 (2)	\$ 4,680,000 (2)
Common Stock (1/3 of \$.01 par value)	1,600,000 (3)	\$ 8.75 (4)	\$ 14,000,000 (4)
Total			\$ 18,680,000