

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

**Current Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 19, 2004

inTEST Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-22529

(Commission File Number)

22-2370659

(I.R.S. Employer of Incorporation)

7 Esterbrook Lane, Cherry Hill, New Jersey 08003

(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (856) 424-6886

- Written Communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Options and Financial Condition

On October 19, 2004, the Company announced that revenues for the third quarter are expected to be approximately \$19.5 million with pre-tax earnings in the range from \$0.10 to \$0.12 per diluted share. The Company's press release is attached to this Current Report as Exhibit 99 and is incorporated by reference herein.

The information in this Item 2.02 of this Current Report on Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

Item 7.01. Regulation FD Disclosure

On October 19, 2004, the Company announced that revenues for the third quarter are expected to be approximately \$19.5 million with pretax earnings in the range of \$0.10 to \$0.12 per diluted share, and that the Company expected continued market weakness resulting in an operating loss for the fourth quarter 2004. The Company is developing cost containment strategies to bring the

operating expenses inline with expected business levels. The Company will provide more specific information regarding the third and fourth quarters 2004 during its previously scheduled conference call on Wednesday, October 27, 2004. The Company's press release is attached to this Current Report as Exhibit 99 and is incorporated by reference herein.

The information in this Item 7.01 of this Current Report on Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

99 Press Release, dated October 19, 2004

SIGNATURE

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.

inTEST CORPORATION

By: /s/ Hugh T. Regan, Jr.
Hugh T. Regan, Jr.
Secretary, Treasurer and Chief Financial Officer

Date: October 19, 2004

EXHIBIT INDEX

99 Press Release, dated October 19, 2004

[inTEST News Release Letterhead]

inTEST REVISES OUTLOOK FOR THIRD QUARTER 2004

CHERRY HILL, NJ, October 19, 2004 - inTEST Corporation (Nasdaq: INTT), a leading independent designer, manufacturer and marketer of semiconductor automatic test equipment (ATE) interface solutions and temperature management products, today announced that it is lowering its outlook for the third quarter ending September 30, 2004.

Robert E. Matthiessen, President and CEO, said, "We saw a significant weakening in the level of our orders in two of our three product segments late in the quarter as several customers either postponed scheduled shipments or canceled orders. In addition, we had higher than expected levels of inventory obsolescence and product warranty expenses during the third quarter, along with higher materials costs related to product mix. As a result, revenues for the third quarter are now expected to be approximately \$19.5 million or at the low end of prior guidance, with pre-tax earnings in the range from \$0.10 to \$0.12 per diluted share."

"We expect the market weakness will continue based on current customer forecasts, resulting in an operating loss for the fourth quarter 2004," said Hugh T. Regan, Jr., Treasurer and CFO. "We are developing cost containment strategies to bring our operating expenses inline with expected business levels. We plan to provide more specific fourth quarter guidance when we report results for the third quarter on Wednesday, October 27."

About inTEST Corporation

inTEST Corporation is a leading independent designer, manufacturer and marketer of ATE interface solutions and temperature management products, which are used by semiconductor manufacturers to perform final testing of integrated circuits (ICs) and wafers. The Company's high-performance products are designed to enable semiconductor manufacturers to improve the speed, reliability, efficiency and profitability of IC test processes. Specific products include positioner and docking hardware products, temperature management systems and customized interface solutions. The Company has established strong relationships with semiconductor manufacturers globally, which it supports through a network of local offices. For more information visit www.intest.com.

CONTACTS:

Hugh T. Regan, Jr., Treasurer and Chief Financial Officer, inTEST Corporation 856-424-6886, ext 201.
David Pasquale, 646-536-7006, or Andrew Rodriguez, 646-536-7032
Both of The Ruth Group, www.TheRuthGroup.com

Forward-Looking Statements:

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements do not convey historical information, but relate to predicted or potential future events that are based upon management's current expectations. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. In addition to the factors mentioned in this press release, such risks and uncertainties include, but are not limited to, changes in business conditions and the economy, generally; changes in the demand for semiconductors, generally; changes in the rates of, and timing of, capital expenditures by semiconductor manufacturers; progress of product development programs; increases in raw material and fabrication costs associated with our products; and other risk factors set forth from time to time in our SEC filings, including, but not limited to, our periodic reports on Form 10-K and Form 10-Q. The Company undertakes no obligation to update the information in this press release to reflect events or circumstances after the date hereof or to reflect the occurrence of anticipated or unanticipated events.