

Registration No.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

COLORADO
(State or other jurisdiction of
incorporation or organization)

84-0518115
(I.R.S. Employer
Identification No.)

8228 PARK MEADOWS DRIVE
LITTLETON, COLORADO 80124
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

1991 INCENTIVE AND NONSTATUTORY STOCK OPTION PLAN
OF
HATHAWAY CORPORATION
(FULL TITLE OF PLAN)

EUGENE E. PRINCE
PRESIDENT
HATHAWAY CORPORATION
8228 PARK MEADOWS DRIVE
LITTLETON, COLORADO 80124
(NAME AND ADDRESS OF AGENT FOR SERVICE)

303 - 799 - 8200
(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 (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
Common Stock, no par value	500,000 Shares	\$4.3125	\$2,156,250	\$653.41

(1) Determined pursuant to Rule 457(b)(1) of the Securities Act of 1933, based upon the average high and low prices reported on February 4, 1997.

This Registration Statement is filed for the purpose of registering additional securities of the same class as those registered under the Registrant's currently effective Registration Statement on Form S-8 relating to the 1991 Incentive and Nonstatutory Stock Option Plan (Registration No. 33-44997) and the contents of that Registration Statement, including any future amendments thereto or subsequent filings incorporated therein by reference, are incorporated herein by this reference. The additional securities registered hereby consist of 500,000 shares of the Registrant's Common Stock which may be issued to participant's under the Plan.

The audited financial statements and financial statement schedules of the Registrant incorporated by reference in this Registration Statement have been audited by the independent auditors named therein for the periods indicated in their reports thereon and have been incorporated by reference in this Registration Statement in reliance upon such reports and upon the authority of such independent auditors as experts in accounting and auditing.

In addition to the exhibits to the currently effective Registration Statement incorporated by reference herein, the following opinion and consents are filed as Exhibits to this Registration Statement:

Exhibit No. -----	Description -----
5	Opinion of Sherman & Howard L.L.C.
23	Consent of Independent Public Accountants
24	Power of Attorney (included on the signature pages of the Registration Statement)

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 County of Douglas, State of Colorado on February 4, 1997.

Hathaway Corporation

By: /S/ Eugene E. Prince

 Eugene E. Prince
 Chairman of the Board
 President and Chief
 Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eugene E. Prince and Richard D. Smith, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signatures -----	Title -----	Date -----
/S/ Eugene E. Prince ----- Eugene E. Prince	Chairman of the Board, President and Chief Executive Officer	February 4, 1997
/S/ Richard D. Smith ----- Richard D. Smith	Director, Executive Vice- President, Treasurer and Chief Financial Officer and Principal Accounting Officer	February 4, 1997
/S/ Chester Clarridge ----- Chester Clarridge	Director	February 4, 1997
/S/ Graydon D. Hubbard ----- Graydon D. Hubbard	Director	February 4, 1997
/S/ George J. Pilmanis ----- George J. Pilmanis	Director	February 4, 1997

SHERMAN & HOWARD LLC

February 5, 1997

Hathaway Corporation
8228 Park Meadows Drive
Littleton, Colorado 80124

Attn: Eugene E. Prince, Chairman of the Board of Directors

Dear Mr. Prince:

We have acted as special counsel for Hathaway Corporation (the "Company") in connection with the preparation, execution and filing of a Registration Statement under the Securities Act of 1933 on Form S-8 relating to the registration of 500,000 shares of Hathaway Corporation Common Stock, no par value ("Common Stock"), which may be purchased by participants pursuant to the 1991 Incentive and Nonstatutory Stock Option Plan of Hathaway Corporation (the "Plan").

In connection with the opinion expressed below, we have made such factual inquiries and have examined or caused to be examined such questions of law as we have considered necessary or appropriate for the purpose of such opinion. On the basis of such inquiries or examinations, it is our opinion that any newly issued shares of Common Stock purchased from the Company pursuant to the Plan, when paid for as contemplated by the Plan, will be duly authorized, validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement referred to above.

Very truly yours,

/s/ Sherman & Howard L.L.C.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated July 31, 1996, incorporated by reference in Hathaway Corporation's Form 10-K for the year ended June 30, 1996, and to all references to our Firm included in this Registration Statement.

ARTHUR ANDERSEN LLP

Denver, Colorado,
February 4, 1997