

INTERSTATE GENERAL CO L P  
Form 8-K/A  
May 14, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report: **May 14, 2004**

INTERSTATE GENERAL COMPANY, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE	1-9393	52-1488756
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

2 West Washington Street

P.O. Box 1280

Middleburg, VA 20118

(Address of principal executive offices)(Zip Code)

(540) 687-3177

(Registrant's telephone number, including area code)

Item 7. Financial Statements and Exhibits.

(c.) Exhibits

Earlier filing did not include March 31, 2004 figures in Financial Highlights table.

1. Press release of the registrant, dated May 14, 2004

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

(Registrant)

Dated: May 14, 2004

By: /s/ James J. Wilson

James J. Wilson, Chairman and Chief Executive Officer

Dated: May 14, 2004

By: /s/ Mark Augenblick

Mark Augenblick, President and Chief Operating Officer

Dated: May 14, 2004

By:     /s/ Sheri Raleigh    

Sheri Raleigh, Assistant Vice President and Controller