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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): June 30, 2004
AEROCENTURY CORP.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

94-3263974
(I.R.S. Employer
Identification No.)

1440 Chapin Avenue, Suite 310
Burlingame, CA 94010
(Address of principal executive offices) (Zip Code)

650-340-1888
(Registrant's telephone number including area code)

Not applicable
(Former name and former address, if changed since last report)

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Items 5, 6. Other Events; Resignation of Registrant's Director

Effective June 30, 2004, Maurice J. Averay resigned from the Board of Directors of AeroCentury Corp for health reasons. The Board of Directors, including all of the independent members of the Board of Directors, have voted unanimously to appoint Thomas G. Hiniker, to the vacancy created by Mr. Averay's resignation.

Mr. Hiniker is President and Chairman of AIRFUND Corporation, an international aircraft lessor and marketing agency he founded in 1984. His career spans forty years in the aviation industry and includes positions at General Electric Company, Bankers Leasing Group and Arlington Leasing. His educational background includes a bachelor's degree in nuclear physics from the University of Minnesota and a masters in business administration from Union College. He is also a member of the Board of Directors of the International Society of Transport Aircraft Traders (ISTAT).

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, thereto duly authorized.

Date: June 30, 2004

AEROCENTURY CORP.

By: /s/ Neal D. Crispin

Neal D. Crispin,
Chairman of the Board and President

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