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) May	4, 2004
INCARA PHARMACEUTICALS CO	RPORATION
(Exact name of registrant as specified in its charter)	
Delaware	
(State or other jurisdiction of incorporation)	
0-50481 (Commission File Number)	56-1953785 (IRS Employer ID Number)

P.O. Box 14287

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79 T. W. Alexander Drive

4401 Research Commons, Suite 200

Research Triangle Park, North Carolina (Address of principal executive offices)

27709 (Zip Code)

Registrant s telephone number, including area code (919) 558-8688

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Item 5. Other Events and Regulation FD Disclosure

On May 5, 2004, Incara Pharmaceuticals Corporation (the Company) announced that it has submitted an Investigational New Drug application (IND) with the Food and Drug Administration (FDA) to begin Phase 1 clinical trials of AEOL 10150 for the possible treatment of patients with amyotrophic lateral sclerosis (also know as ALS or Lou Gehrig s disease), the resignation of its CEO, and the appointment of Dr. Shayne Gad as President. A copy of the Company s press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit 99.1 Press release dated May 5, 2004.

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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 thereunto duly authorized.

Date: May 5, 2004

INCARA PHARMACEUTICALS CORPORATION

/s/ Richard W. Reichow

Richard W. Reichow Executive Vice President and Chief Financial Officer