The MET document, guided by the CBMS, states, “Number theory and discrete mathematics can offer teachers an opportunity to explore in depth many of the topics they will teach.” At Western Oregon University, Discrete Mathematics for Elementary Teachers is one of the courses available to preservice middle school teachers who choose to focus in mathematics. These students are required to take six of seven mathematics education courses, in addition to four other required mathematics education courses. I have adapted materials from courses in discrete mathematics for math majors as well as inservice middle school teachers to create a course pack. I will class test the materials for two courses during 2008. After this, these materials will be available for general use. During this talk, I will describe the course materials, focusing on the content and how it was chosen, and give two examples of the activities (Tic-Tac-Toe and the Traveling Salesman Problem) that I will use in this course. (Received September 19, 2007)