

FORM D



03026988

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D JUL 15 2003

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL table with OMB Number, Expires, and Estimated average burden.

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED.

Name of Offering (check if this is an amendment and name has changed and indicate change.) Series F Convertible Preferred Stock and underlying Common Stock of Immunicon Corporation

1083132

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Immunicon Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 3401 Masons Mill Road, Suite 100, Huntingdon Valley, Pennsylvania 19006 (215) 830-0777

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business Development and commercialization of products for cancer disease management and screening.

Type of Business Organization (checked) corporation ( ) limited partnership, already formed ( ) other (please specify): ( ) business trust ( ) limited partnership, to be formed

PROCESSED JUL 16 2003

Actual or Estimated Date of Incorporation or Organization: (0 | 8 | 8 | 3) Actual ( ) Estimated THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Handwritten signature

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Erickson, Edward L.</b>					
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Freytag, J. William, Ph.D.</b>					
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Geiger, Brian J.</b>					
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Horovitz, Zola P., Ph.D.</b>					
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Ostro, Marc, Ph.D.</b>					
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Oei, Ting Pau</b>					
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Rudnick, Seth A., M.D.</b>					
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>					

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	<b>Tallet, Elizabeth E.</b>				
Business or Residence Address (Number and Street, City State, Zip Code)	<b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	<b>Hanham, Ann</b>				
Business or Residence Address (Number and Street, City State, Zip Code)	<b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	<b>Cool, Jonathan</b>				
Business or Residence Address (Number and Street, City State, Zip Code)	<b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	<b>Terstappen, Leon W.M.M., M.D., Ph.D.</b>				
Business or Residence Address (Number and Street, City State, Zip Code)	<b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	<b>Murphy, James G., CPA</b>				
Business or Residence Address (Number and Street, City State, Zip Code)	<b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	<b>Allard, W. Jeffrey, Ph.D.</b>				
Business or Residence Address (Number and Street, City State, Zip Code)	<b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	<b>Hawes, Katherine</b>				
Business or Residence Address (Number and Street, City State, Zip Code)	<b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	<b>Kagan, Michael T.</b>				
Business or Residence Address (Number and Street, City State, Zip Code)	<b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	<b>Liberti, Paul A., Ph.D.</b>				
Business or Residence Address (Number and Street, City State, Zip Code)	<b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>				

Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Connelly, Mark</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Scott, Peter</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Wilcox, James L.</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Mulherin, Carrie</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>3401 Masons Mill Road, Suite 100, Huntington Valley, Pennsylvania 19006</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>TL Ventures LLC affiliated entities</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>700 Building, 435 Devon Park Drive, Wayne, Pennsylvania 19087</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>MDS Capital Corp. affiliated entities</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>100 International Boulevard, Toronto, Ontario M9W 6J6</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Canaan Partners affiliated entities</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>105 Rowayton Avenue, Rowayton, Connecticut 06853</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Johnston, Robert, F.</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>181 Cherry Valley Road, Princeton, New Jersey 08540</b>

Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Johnston, Lynn D.</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>48 Elm Ridge Road, Pennington, New Jersey 08534</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Carroll, Carol</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>476 Millford Mt. Pleasant Road, Milford, New Jersey 08848</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Anthem Capital, LP</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>16 South Calvert Street, Suite 800, Baltimore, Maryland 21202</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Wheatley Partners III, LP</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>80 Cuttermill Road, Suite 311, Great Neck, New York 11021</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>LHC Corporation</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>105 Rowayton Avenue, Rowayton, Connecticut 06853</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Johnson &amp; Johnson Development Corp.</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>One Johnson &amp; Johnson Plaza, New Brunswick, New Jersey 08933</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Foundation Medical Partners, L.P.</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>105 Rowayton Avenue, Rowayton, Connecticut 06853</b>
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) <b>Johnston Associates Inc.</b>
Business or Residence Address (Number and Street, City State, Zip Code) <b>181 Cherry Valley Road, Princeton, New Jersey 08540</b>

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ N/A
3. Does the offering permit joint ownership of a single unit?..... Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ 25,000,000*	\$ 24,748,000*
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 25,000,000	\$ 24,748,000
Partnership Interests .....	\$ _____	\$ _____
Other (Specify: _____) .....	\$ _____	\$ _____
Total .....	\$ 25,000,000	\$ 24,748,000

Answer also in Appendix, Column 3, if filing under ULOE.

**\*Represents value of common stock issuable upon conversion of Preferred Stock.**

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	34	\$ 24,748,000
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only) .....		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

**NOT APPLICABLE.**

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 55,000
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____ .....	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$ 55,000

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

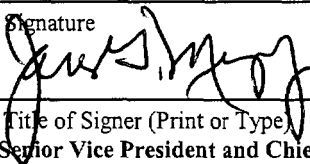
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 24,945,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital .....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ <u>24,748,000</u>
Other (specify): _____	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>24,748,000</u>

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>IMMUNICON CORPORATION</b>	Signature 	Date July <u>14</u> 2003
Name of Signer (Print or Type) <b>James G. Murphy</b>	Title of Signer (Print or Type) <b>Senior Vice President and Chief Financial Officer</b>	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**



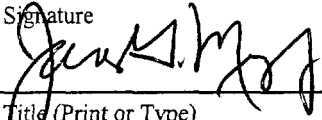
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... Yes No  
~

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>IMMUNICON CORPORATION</b>	Signature 	Date July <u>14</u> 2003
Name (Print or Type) <b>James G. Murphy</b>	Title (Print or Type) <b>Senior Vice President and Chief Financial Officer</b>	

*Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in State (Part C-Item 1)  \$25,000,000 Series F Convertible Preferred Stock	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	“ “	5	\$2,060,000				
CO									
CT		X	“ “	10	\$4,063,000				
DE		X	“ “	3	\$3,600,000				
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	“ “	1	\$2,000,000				
MA									
MI									
MN									
MS									
MO									

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	\$25,000,000 Series F Convertible Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ		X	“ “	2	\$3,500,000				
NM									
NY		X	“ “	4	\$1,650,000				
NC									
ND									
OH		X	“ “	1	\$775,000				
OK									
OR									
PA		X	“ “	2	\$4,157,300				
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									