# IMMUNICON CORP

## FORM 3
(Initial Statement of Beneficial Ownership)

Filed 4/14/2004 For Period Ending 4/14/2004

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# FORM 3

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

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement (MM/DD/YYYY) | 3. Issuer Name **and** Ticker or Trading Symbol |
|---|---|---|
| **JOHNSON & JOHNSON** | **4/14/2004** | **IMMUNICON CORP [IMMC]** |
| (Last) (First) (Middle)<br>**ONE JOHNSON & JOHNSON PLAZA** | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>____ Director<br>____ Officer (give title below) | __ X __ 10% Owner<br>_____ Other (specify below) |
| (Street)<br>**NEW BRUNSWICK,NJ 08933**<br>(City) (State) (Zip) | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ X _ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| **Common Stock** | **5000** | **I** | **By Johnson & Johnson Development Corporation** (1) |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| **Series E Preferred Stock** | (2) | (2) | **Common Stock** | **703236** | (2) | **I** | **By Johnson & Johnson Development Corporation** (1) |
| **Series F Preferred Stock** | (3) | (3) | **Common Stock** | **1050000** | (3) | **I** | **By Johnson & Johnson Development Corporation** (1) |
| | **1/18/2002** | | | | | | **By Johnson & Johnson** |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| **Common Stock Purchase Warrant** | (4) | **7/13/2004** | **Common Stock** | **2667** | **$2.40** | **I** | **Development Corporation** (1) |
| **Common Stock Purchase Warrant** | **1/17/2003** (4) | **7/13/2004** | **Common Stock** | **5334** | **$2.40** | **I** | **By Johnson & Johnson Development Corporation** (1) |
| **Common Stock Purchase Warrant** | **1/16/2004** (4) (5) | **7/13/2004** | **Common Stock** | **5334** | **$2.40** | **I** | **By Johnson & Johnson Development Corporation** (1) |

**Explanation of Responses:**

**( 1)** The securities reported as being indirectly beneficially owned by the Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the Reporting Person.

**( 2)** All of the outstanding shares of the Issuer's Series E Convertible Preferred Stock will convert automatically on a 1-for-1.5 basis into Common Stock of the Issuer upon the closing of the Issuer's initial public offering.

**( 3)** All of the outstanding shares of the Issuer's Series F Convertible Preferred Stock will convert automatically on a 1-for-1.5 basis into Common Stock of the Issuer upon the closing of the Issuer's initial public offering.

**( 4)** The warrant vests in equal installments yearly, over two years, and expires ten years from the date of grant.

**( 5)** Upon the closing of the Issuer's initial public offering, the warrant will become fully exercisable.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **JOHNSON & JOHNSON**<br>**ONE JOHNSON & JOHNSON PLAZA**<br><br>**NEW BRUNSWICK, NJ 08933** | | **X** | | |

**Signatures**

**Michael H. Ullman, Secretary** — **4/14/2004**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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