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IMCOR PHARMACEUTICAL CO
Form SC 13G
November 08, 2004

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No.____) *

IMCOR PHARMACEUTICAL CO.

.....
(Name of Issuer)

Series "A" Convertible Preferred Stock, \$0.01 par value

.....
(Title of Class of Securities)

Not applicable.

.....
(CUSIP Number)

October 29, 2004

.....
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

[] Rule 13d-1(b)

[X] Rule 13d-1(c)

[] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities,
and for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

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1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bristol-Myers Squibb Company

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0

6. SHARED VOTING POWER

16,666,667

OWNED BY

EACH
REPORTING

7. SOLE DISPOSITIVE POWER

0

PERSON

WITH

8. SHARED DISPOSITIVE POWER

16,666,667

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,666,667

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.2%

12. TYPE OF REPORTING PERSON

CO

Item 1(a).

Name of Issuer:
Imcor Pharmaceutical Co.

Item 1(b).

Address of Issuer's Principal Executive Offices:

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6175 Lusk Boulevard
San Diego, CA 92121

- Item 2(a). Name of Persons Filing:
Bristol-Myers Squibb Company
- Item 2(b). Address of Principal Business Office or, if none,
Residence:

Bristol-Myers Squibb Company
345 Park Avenue
New York, NY 10154
- Item 2(c). Citizenship:
Bristol-Myers Squibb Company - Delaware
- Item 2(d). Title of Class of Securities:
Series "A" Convertible Preferred Stock, \$0.01 per
share par value.
- Item 2(e). CUSIP Number:
Not applicable.
- Item 3. Not applicable. This Statement on Schedule 13G was
filed pursuant to Rule 13d-1(c).
- Item 4. Ownership.
- (a). Amount beneficially owned: See the response to Item
9 on the attached cover page. Bristol-Myers Squibb
Company (BMS) directly owns 4,500 shares of the
Series "A" Convertible Preferred Stock ("Preferred
Stock"). Each share of Preferred Stock is
convertible into approximately 3,703.8 shares of
the Issuer's common stock. The 4,500 shares of
Preferred Stock directly owned by BMS is currently
convertible into approximately 16,666,667 shares
and represents beneficial ownership of
approximately 17.2% of the Issuer's common stock.
- (b). Percent of Class: See the response to Item 11 on
the attached cover page. BMS beneficially owns
approximately 16,666,667 shares of common stock,
representing beneficial ownership of approximately
17.2% of the shares of common stock outstanding.
- (c). Number of shares as to which such person has:
- (i). Sole power to vote or to direct the vote:
See the response to Item 5 on the attached
cover page.
- (ii). Shared power to vote or to direct the vote:
See the response to Item 6 on the attached
cover page.
- (iii). Sole power to dispose or to direct the
disposition of: See the response to Item 7

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on the attached cover page.

(iv). Shared power to dispose or to direct the disposition of: See the response to Item 8 on the attached cover page.

- Item 5. Ownership of Five Percent or Less of a Class. Not Applicable.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not Applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company. Not Applicable.
- Item 8. Identification and Classification of Members of the Group. Not Applicable.
- Item 9. Notice of Dissolution of Group. Not Applicable.
- Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 8, 2004

BRISTOL-MYERS SQUIBB COMPANY

/s/ Sandra Leung

Name: Sandra Leung
Title: Vice President and Corporate Secretary