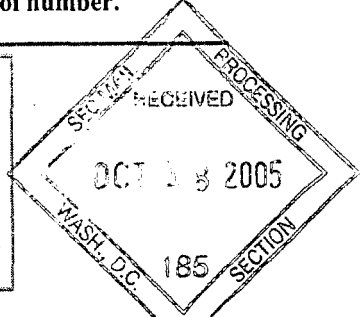


1329257

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are (6-02) not required to respond unless the form displays a currently valid OMB control number.

**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 state exemption unless such exemption is predicated on the filing of a federal notice.



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

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2005	
Estimated average burden hours per response... 1	

PROCESSED

OCT 25 2005

B

FORM D

THOMSON FINANCIAL

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

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):  
[ ] Rule 504    [ ] Rule 505    [X] Rule 506    [ ] Section 4(6)    [ ] ULOE

Type of Filing: [ ] New Filing    [X] Amendment



05068753

**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.)

**InterGenetics Incorporated**

Address of Executive Offices (Including Area Code)    (Number and Street, City, State, Zip Code)    Telephone Number  
**655 Research Parkway, Suite 300, Oklahoma City, Oklahoma 73104    (405) 271-1723**

Address of Principal Business Operations (Including Area Code) (if different from Executive Offices)    Telephone Number  
**Same**

*BM*

Brief Description of Business

**Genetics based, cancer risk-testing and cancer treatment company.**

Type of Business

Organization

corporation     limited partnership, already formed     other (please specify):

business trust     limited partnership, to be formed

Month    Year

Actual or Estimated Date of Incorporation or Organization:    [0]4]    [9]9]     Actual     Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)     O] [  K ]

**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:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**Swisher Investments LLC**

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

**1500 Dorchester Drive, Oklahoma City, Oklahoma 73120**

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**Oklahoma Medical Research Foundation**

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

**825 N.E. 13<sup>th</sup> Street, Oklahoma City, Oklahoma 73104**

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or

Managing  
Partner

---

Full Name (Last name first, if individual)

**Willmac Health, L.P.**

---

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

**2911 Turtle Creek Blvd., Dallas Texas 75220**

---

Check Box(es)  Promoter  Beneficial  Executive  Director  General  
that Apply: Owner Officer and/or  
Managing  
Partner

---

Full Name (Last name first, if individual)

**Shimasaki, Craig D.**

---

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

**655 Research Parkway, Suite 300, Oklahoma City, Oklahoma 73104**

---

Check Box(es)  Promoter  Beneficial  Executive  Director  General  
that Apply: Owner Officer and/or  
Managing  
Partner

---

Full Name (Last name first, if individual)

**Hiller, Fred E.**

---

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

**655 Research Parkway, Suite 300, Oklahoma City, Oklahoma 73104**

---

Check Box(es)  Promoter  Beneficial  Executive  Director  General  
that Apply: Owner Officer and/or  
Managing  
Partner

---

Full Name (Last name first, if individual)

**David Ralph**

---

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

**655 Research Parkway, Suite 300, Oklahoma City, Oklahoma 73104**

---

Check Box(es)  Promoter  Beneficial  Executive  Director  General  
that Apply: Owner Officer and/or  
Managing  
Partner

---

Full Name (Last name first, if individual)

**Jupe, Eldon R.**

---

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

**655 Research Parkway, Suite 300, Oklahoma City, Oklahoma 73104**

---

Check Box(es)  Promoter  Beneficial  Executive  Director  General  
that Apply: Owner Officer and/or  
Managing  
Partner

---

Full Name (Last name first, if individual)  
**Swisher, Thane**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1500 Dorchester Drive, Oklahoma City, Oklahoma 73120**

---

Check Box(es)  Promoter  Beneficial  Executive  Director  General  
that Apply: Owner Officer and/or  
Managing  
Partner

---

Full Name (Last name first, if individual)  
**Swisher, Jr., George William**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1500 Dorchester Drive, Oklahoma City, Oklahoma 73120**

---

Check Box(es)  Promoter  Beneficial  Executive  Director  General  
that Apply: Owner Officer and/or  
Managing  
Partner

---

Full Name (Last name first, if individual)  
**Capra, Donald**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**655 Research Parkway, Suite 300, Oklahoma City, Oklahoma 73104**

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Check Box(es)  Promoter  Beneficial  Executive  Director  General  
that Apply: Owner Officer and/or  
Managing  
Partner

---

Full Name (Last name first, if individual)  
**Rainbolt, H.E.**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**655 Research Parkway, Suite 300, Oklahoma City, Oklahoma 73104**

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

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### B. INFORMATION ABOUT OFFERING

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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
[ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$25,000

3. Does the offering permit joint ownership of a single unit?..... Yes No [X] [ ]

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) Capital West Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code) 211 N. Robinson, Suite 200, Oklahoma City, OK 73102

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]

Rule 505 .....	_____	Sold \$ _____
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 .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ <u>1,000</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>70,000</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ <u>34,375</u>
Other Expenses (identify)	<input checked="" type="checkbox"/>	\$ <u>5,000</u>
<u>mailing and other miscellaneous expenses.....</u>		
Total .....	<input checked="" type="checkbox"/>	\$ <u>110,375</u>

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." .....

\$ 7,749,625

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 checked="" type="checkbox"/> \$ <u>150,000</u>	<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 checked="" type="checkbox"/> \$ <u>1,100,000</u>
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>6,499,625</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<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>7,749,625</u>	

**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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Common Stock \$50,000	1	\$50,000	0	\$0		X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO		X	Common Stock \$1,150,000	3	\$1,150,000	0	\$0		X
MT									
NE									
NV									
NH									
NJ									

NM	X	Common Stock \$50,000	1	\$50,000	0	\$0	X
NY							
NC							
ND							
OH							
OK	X	Common Stock \$700,000	18	\$700,000	0	\$0	X
OR							
PA							
RI							
SC							
SD							
TN							
TX	X	Common Stock \$5,835,000	12	\$5,835,000	0	\$0	X
UT							
VT							
VA	X	Common Stock \$50,000	1	\$50,000	0	\$0	X
WA							
WV							
WI							
WY	X	Common Stock \$25,000	1	\$25,000	0	\$0	X
PR							

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>  
Last update: 06/06/2002