

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-C

Report by Issuer of Securities Quoted on NASDAQ
Inter-Dealer Quotation System Filed Pursuant to
Section 13 or 15(d) of the Securities Exchange Act
of 1934 and Rules 13a-17 and 15d-17 Thereunder

ImmunoGen, Inc.

(Exact name of Issuer as Specified in Charter)

128 Sidney Street, Cambridge, Massachusetts 02139

(Address of Principal Executive Offices)

(617) 661-9312

(Issuer's Telephone Number, Including Area Code)

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of five percent or more in the
number of shares outstanding:

1. Title of security ImmunoGen, Inc. Common Stock

2. Number of shares outstanding before the change 15,546,355

3. Number of shares outstanding after the change 16,564,355

4. Effective date of change June 6, 1996

5. Method of change:

Specify method (such as merger, acquisition, exchange, distribution, stock
split, reverse split, acquisition of stock for treasury, etc.)

Conversion of Convertible Debentures

Give a brief description of transaction Conversion of Convertible
Debenture issued in Regulation D transaction.

II. CHANGE IN NAME OF ISSUER

1. Name prior to change

2. Name after change

3. Effective date of charter amendment changing name

4. Date of shareholder approval of change, if required

Date June 12, 1996

/S/ Frank J. Pocher, Vice Pres-
ident and Chief Financial Officer

(Officer's Signature and Title)