SEC Form 4

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number:

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1. Name and Addres	ss of Reporting Perso	n*	2. Issuer Name and Ticker or Trading Symbol <u>IMMUNOGEN INC</u> [IMGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 830 WINTER STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2015	X X	Director Officer (give title below) Chief Executive	10% Owner Other (specify below) e Officer		
(Street) WALTHAM	МА	02451	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filin	orting Person		
(City)	(State)	(Zip)			Form filed by More tha Person	n One Reporting		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	09/01/2015(2)		М		5,416	A	\$3.19	159,531	D	
Common Stock	09/01/2015		S		5,416	D	\$13.1533 ⁽¹⁾	154,115	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<u> </u>															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$3.19	09/01/2015		М			5,416	06/08/2007 ⁽³⁾	06/08/2016	Common Stock	5,416	\$3.19	48,749	D	

Explanation of Responses:

1. Weighted average price of shares sold.

2. The transactions reported in this Form 4 were effected pursuant to a 10b5-1 trading plan executed by the reporting person on June 1, 2015.

3. Exercisable as to 21,667 shares commencing on June 8, 2007, 21,667 shares commencing on June 8, 2008, and 21,666 shares commencing on June 8, 2009.

/s/ Craig Barrows, attorney in 09/01/2015

** Signature of Reporting Person

fact

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 4 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Date