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UNITED STATES
SECURITIES AND
   EXCHANGE
COMMISSION ----
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----- FORM
4 WASHINGTON,
D.C. 20549 OMB
APPROVAL - ----
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_____
---- / / Check
this box if no
 STATEMENT OF
  CHANGES IN
  BENEFICIAL
 OWNERSHIP OMB
 Number: 3235-
 0287 longer
  subject to
   Expires:
  January 31,
 2005 Section
 16. Form 4 or
Filed pursuant
  to Section
 16(a) of the
  Securities
Exchange Act of
1934, Estimated
average burden
    Form 5
obligations may
 Section 17(a)
of the Public
Utility Holding
Company Act of
 1935 or hours
 per response
   .... 0.5
 continue. SEE
 Section 30(h)
    of the
  Investment
Company Act of
1940 -----
-----
  Instruction
1(b). (Print or
Type Responses)
 -----
-----
 1. Name and
  Address of
  Reporting
  Person* 2.
Issuer Name AND
  Ticker or
Trading Symbol
6. Relationship
 of Reporting
 Person(s) to
 Issuer (Check
all applicable)
X Director 10%
 Owner Carter
   David
ImmunoGen, Inc.
(IMGN) ----
 .
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\_\_\_\_\_ ----- Officer (give Other (Last) (First) (Middle) 3. I.R.S. Identification 4. Statement for ---- title ---- (specify Number of Reporting Month/Day/Year below) below) Person, if an entity (voluntary) 860 Atlantic Ave. January 9, 2003 --------- (Street) 5. If Amendment, 7. Individual or Joint/Group Filing Date of Original (Check Applicable Line) (Month/Day/Year) \_X\_Form filed by One Reporting Person \_\_\_Form filed by More than One Alameda CA 94501 Reporting Person - ---------- (City) (State) (Zip) TABLE I - NON-**DERIVATIVE SECURITIES** ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED - ---------- 1. Title of 2. Trans-2A. Deemed 3. Trans- 4. Securities Acquired (A) 5.

Amount of 6. Owner- 7. Nature Security action Execution action or Disposed of (D) Securities ship of In- (Instr. 3) Date Date, Code (Instr. 3, 4 and 5) Beneficially Form: direct if any (Instr. 8) Owned Follow-Direct Bene-(Month/ (Month/ ing Reported (D) or ficial Day/ Day/ ----Transaction(s) Indirect Owner-Year) Year) (A) or (Instr. 3 (I) ship Code V Amount (D) Price and 4) (Instr. 4) (Instr. 4) - --

TABLE II DERIVATIVE
SECURITIES
ACQUIRED,
DISPOSED OF,
OR
BENEFICIALLY
OWNED (e.g.,
PUTS, CALLS,
WARRANTS,
OPTIONS,
CONVERTIBLE
SECURITIES) -

- 1. Title of Derivative Security 2. Conver- 3. Trans- 3A. Deemed 4. Transac- 5. Number of Deriv- 6. Date Exer-(Instr. 3) sion or action Execution

Ac- cisable and Ex-Exercise Date Date, (Instr. 8) quired (A) or Dispiration Date

tion Code ative Securities

Price of (Month/ if any posed of (D)

(Month/Day/ Deriv- Day/

(Month/ (Instr. 3, 4, and 5) Year) ative Year) Day/ Security Year) -------------------Date Expira-Exer- tion Code V (A) (D) cisable Date - ---------------Stock Units 1-for-1 January 9, 2003 A V 925.9259 (1) (1) - ---------- Stock Units 1-for-1 January 9, 2003 A V 967.7419 (1) (1) - -----

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Indirect
(Instr. 3 and
4) Security
Securities
Derivative

Beneficial (Instr. 5) Beneficially Securities: **Ownership** Owned Direct (D) or (Instr. 4) Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 4) Title Amount or Number of Shares - ----Common Stock(1) 925.9259 \$3.24 2,493.1110 D --------- Common Stock(1) 967.7419 \$3.10 3,460.8529 D - -----

Explanation of Responses:
(1) The units are to be settled 100% in cash upon

of Responses:
(1) The units
are to be
settled 100%
in cash upon
the reporting
person's
retirement
from the
Board of
Directors.
/s/ DAVID
CARTER

January 9, 2003 -----

\*\*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 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.