SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

| 1. Name and Add <u>Wingrove 7</u> | lress of Reporting Theresa | 2. Date of Event Requiring Statement (Month/Day/Year) 12/09/2016 | | 3. Issuer Name and Ticker or Trading Symbol <u>IMMUNOGEN INC</u> [IMGN] | | | | | | |
|--|-------------------------------|---|--|---|---|--|--|--|--|---|
| (Last) (First) (Middle) C/O IMMUNOGEN, INC. 830 WINTER STREET | | | | | 4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title | | 10% Owne Other (spe | r (Mo | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check | |
| | | below) VP of Regulatory | | | below) Affairs | · · · | Applicable Line) X Form filed by One Reporting Person | | | |
| (Street) WALTHAM | | | | | | | 2 | - | y More than One | |
| (City) | (State) | (Zip) | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | | 3. Ownersh Form: Direc or Indirect ((Instr. 5) | t (D) (Inst | ure of Indirect Beneficial Ownership 5) | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | | 4. Conversion or Exercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | Date Exercisable | Expiration Date | n Title | | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | |
| Stock Option (right to buy) | | | 01/18/2012 ⁽¹⁾ | 01/18/2021 | | Common Stock | 37,500 | 9.85 | D | |
| Stock Option (right to buy) | | | 07/22/2012 ⁽²⁾ | 07/22/2021 | | Common Stock | 20,000 | 15.2 | D | |
| Stock Option (right to buy) | | | 07/20/2013 ⁽³⁾ | 07/20/2022 | 2 | Common Stock | 40,000 | 15.83 | D | |
| Stock Option (right to buy) | | | 07/16/2014 ⁽⁴⁾ | 07/16/2023 | 3 | Common Stock | 40,000 | 19.02 | D | |
| Stock Option (right to buy) | | | 07/17/2015 ⁽⁵⁾ | 07/17/2024 | | Common Stock | 40,000 | 10.79 | D | |
| Stock Option (right to buy) | | | 07/13/2016 ⁽⁶⁾ | 07/13/2025 | 5 | Common Stock | 48,000 | 16.72 | D | |
| Stock Option (right to buy) | | | 06/01/2017 ⁽⁷⁾ | 06/01/2026 | 5 | Common Stock | 4,000 | 5.75 | D | |
| Stock Option (right to buy) | | | 07/18/2017 ⁽⁸⁾ | 07/18/2026 | 5 | Common Stock | 50,000 | 3.05 | D | |
| Stock Option (right to buy) | | | 09/30/2017 ⁽⁹⁾ | 09/30/2026 | 5 | Common Stock | 38,000 | 2.68 | D | |

Explanation of Responses:

1. All options exercisable as of filing date.

2. All options exercisable as of filing date.

3. All options exercisable as of filing date.

4. All options exercisable as of filing date.

5. 26,667 options exercisable as of filing date and 13,333 shares exercisable commencing on July 17, 2017.

6. 16,000 options exercisable as of filing date, 16,000 shares exercisable commencing on July 13, 2017, and 16,000 shares exercisable commencing on July 13, 2018.

7. Exercisable as to 1,334 shares commencing on June 1, 2017, 1,333 shares commencing on June 1, 2018, and 1,333 shares commencing on June 1, 2019.

8. Exercisable as to 16,667 shares commencing on July 18, 2017, 16,667 shares commencing on July 18, 2018, and 16,666 shares commencing on July 18, 2019.

9. Exercisable as to 12,667 shares commencing on September 30, 2017, 12,667 shares commencing on September 30, 2018, and 12,666 shares commencing on September 30, 2019.

| <u>/s/ Craig Barrows, attorney in</u> fact | <u>12/16/2016</u> | | |
|---|-------------------|--|--|
| Hatting Person ** 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 5 (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.