

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 Address of Reporting Person* <u>Enyedy Mark J</u>			2. Issuer Name and Ticker or Trading Symbol <u>ImmunoGen, Inc. [ IMGN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHIEF EXECUTIVE OFFICER</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O IMMUNOGEN, INC. 830 WINTER STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication		
(Street)						<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
WALTHAM	MA	02451						
(City)	(State)	(Zip)						

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	08/02/2023		M		995,157	A	\$4.55	1,436,606	D	
Common Stock	08/02/2023		S		986,521	D	\$17.45 <sup>(1)</sup>	450,085	D	
Common Stock	08/02/2023		S		8,636	D	\$18.15	441,449	D	
Common Stock	08/03/2023		M		2,760	A	\$5.25	444,209	D	
Common Stock	08/03/2023		M		1,017,240	A	\$4.55	1,461,449	D	
Common Stock	08/03/2023		S		1,020,000	D	\$16.61 <sup>(2)</sup>	441,449	D	
Common Stock	08/04/2023		M		782,240	A	\$5.25	1,223,689	D	
Common Stock	08/04/2023		M		21,978	A	\$4.55	1,245,667	D	
Common Stock	08/04/2023		M		300,000	A	\$5.65	1,545,667	D	
Common Stock	08/04/2023		S		992,397	D	\$16.96 <sup>(3)</sup>	553,270	D	

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

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. Transaction Code (Instr. 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)	\$4.55	08/02/2023		M		995,157		11/14/2022 <sup>(4)</sup>	02/07/2030	Common Stock	995,157	\$0	382,968	D	
Stock Option (Right to Buy)	\$5.25	08/03/2023		M		2,760		01/31/2020 <sup>(5)</sup>	01/31/2029	Common Stock	2,760	\$0	782,240	D	
Stock Option (Right to Buy)	\$4.55	08/03/2023		M		831,147		02/07/2021 <sup>(6)</sup>	02/07/2030	Common Stock	831,147	\$0	218,853	D	
Stock Option (Right to Buy)	\$4.55	08/03/2023		M		186,093		11/14/2022 <sup>(4)</sup>	02/07/2030	Common Stock	186,093	\$0	196,875	D	
Stock Option (Right to Buy)	\$5.65	08/04/2023		M		300,000		05/16/2017 <sup>(7)</sup>	05/16/2026	Common Stock	300,000	\$0	0	D	
Stock Option (Right to Buy)	\$5.25	08/04/2023		M		782,240		01/31/2020 <sup>(5)</sup>	01/31/2029	Common Stock	782,240	\$0	0	D	
Stock Option	\$4.55	08/04/2023		M		21,978		02/07/2021 <sup>(6)</sup>	02/07/2030	Common Stock	21,978	\$0	196,875	D	

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

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. Transaction Code (Instr. 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				
(Right to Buy)															

**Explanation of Responses:**

1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.14 to \$18.11, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within these ranges.
2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.50 to \$17.01, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within these ranges.
3. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.65 to \$17.17, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within these ranges.
4. The options vested in installments upon the satisfaction of certain performance criteria.
5. Exercisable in three equal installments over three years starting on the first year anniversary of the grant.
6. Exercisable as to 25% on the first year anniversary of the grant and 6.25% quarterly for the subsequent three years.
7. Exercisable in four equal installments over four years starting on the first year anniversary of the grant.

/s/ Renee Lentini, Attorney-in-Fact      08/04/2023

\*\* 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.

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