SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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>ZIFF ASSET MANAGEMENT LP</u>			2. Date of Event Requiring Statement (Month/Day/Year) 06/20/2008		3. Issuer Name and Ticker or Trading Symbol <u>IMMUNOGEN INC</u> [IMGN]				
(Last) (Fir 283 GREENWICI	-	(Middle)			4. Relationship of Reporting Pers (Check all applicable) Director X Officer (give title		er .	(Month/Day/Year)	Date of Original Filed
(Street) GREENWICH CT	Γ	06830			below)	below)	city	Applicable Line) Form filed	by One Reporting Person by More than One
(City) (Sta	ate)	(Zip)							
			Table I - Nor	-Derivat	ive Securities Beneficial	lly Owned			
1. Title of Security (Instr. 4)					2. Amount of Securities 3. Ownership 4. Nature o Beneficially Owned (Instr. 4) Form: Direct (D) (Instr. 5) or Indirect (I) (Instr. 5)			t Beneficial Ownership	
Common Stock					9,046,200	D ⁽¹⁾⁽²)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Convers	cise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiratio Date	n Title	Amount or Number of Shares	Price of Derivati Security	ive or Indirect	
1. Name and Address ZIFF ASSET N				1			1		
(Last) 283 GREENWICI	(First) H AVE	(Middle	2)						
(Street) GREENWICH	СТ	06830)						
(City)	(State)	(Zip)							
1. Name and Address <u>PBK HOLDIN</u>		Person*							
(Last) 283 GREENWICI	(First) H AVE	(Middle	9)						
(Street) GREENWICH	СТ	06830)						
(City)	(State)	(Zip)							
1. Name and Address KORSANT PH		Person*							
(Last) 283 GREENWICI	(First) H AVE	(Middle	2)						
(Street) GREENWICH	СТ	06830)						
(City)	(State)	(Zip)							
1. Name and Address	of Reporting	Person*							

ZBI Equities, L.L.C.							
(Last)	(First)	(Middle)					
283 GREENWIC	H AVE						
(Street)							
GREENWICH	CT	06830					
(City)	(State)	(Zip)					

Explanation of Responses:

1. This statement is being filed by Ziff Asset Management, L.P. ("Ziff Asset Management"), PBK Holdings, Inc. ("PBK Holdings"), Philip B. Korsant ("Korsant") and ZBI Equities, L.L.C. ("ZBI Equities" and collectively with Ziff Asset Management, PBK Holdings and Korsant, the "Reporting Persons."). PBK Holdings is the general partner of Ziff Asset Management, Korsant is the sole shareholder of PBK Holdings and ZBI Equities assists in the management of certain assets held by Ziff Asset Management.

2. Ziff Asset Management is the record owner of late 9,046,200 shares of common stock, par value \$.01 per share of ImmunoGen, Inc. (the "Common Stock") reported herein. The Reporting Persons do not have or share voting or investment power over 1,233,700 shares, or the Common Stock reported herein and each of the Reporting Persons disclaims beneficial ownership of such 1,233,700 shares, except to the extent of its respective pecuniary interests, if any, in such shares. PBK Holdings, Korsant and ZBI Equities may each be deemed to have or share voting or investment power over the remaining 7,812,500 shares of Common Stock reported herein. Each of the Reporting Persons disclaims beneficial ownership of such 7,812,500 shares of Common Stock, except to the extent of its respective pecuniary interest, if any, in such shares of the Reporting Persons disclaims beneficial ownership of such 7,812,500 shares of Common Stock, except to the extent of its respective pecuniary interest, if any, in such shares.

/s/ David Gray, Vice President of PBK Holdings, Inc., the general partner of Ziff Asset Management, L.P.	<u>06/30/2008</u>
<u>/s/ David Gray, Vice President</u> of PBK Holdings, Inc.	<u>06/30/2008</u>
<u>/s/ Philip B. Korsant</u>	<u>06/30/2008</u>
<u>/s/ David Gray, Vice President</u> of PBK Holdings, Inc., sole member of ZBI Equities, L.L.C.	<u>06/30/2008</u>
** 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.