SEC Form 4

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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: 3235-0287 Estimated average burden

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1. Name and Addr	ess of Reporting Pe JOHN	erson*	2. Issuer Name and Ticker or Trading Symbol <u>IMMUNOGEN INC</u> [IMGN]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner			
(Last) C/O IMMUNC			3. Date of Earliest Transaction (Month/Day/Year) 10/01/2015	_ x	Officer (give title below) Executive Vice	Other (specify below) President			
830 WINTER STREET (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	6. Individual or Joint/Group Filing (Check Appli Line)				
WALTHAM	MA	02451		X	Form filed by One Rep Form filed by More that Person	0			
(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)	Transaction Code (Instr.		4. Securities Disposed Of			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)		
Common Stock	10/01/2015(2)		М		3,889	Α	\$3.19	110,746	D	
Common Stock	10/01/2015		S		3,889	D	\$9.5465 ⁽¹⁾	106,857	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. Transa Code (8)				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	10/01/2015		М			3,889	06/08/2007 ⁽³⁾	06/08/2016	Common Stock	3,889	\$3.19	19,445	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 February 20, 2015.

3. Exercisable as to 11,667 shares commencing on June 8, 2007, 11,667 shares commencing on June 8, 2008, and 11,666 shares commencing on June 8, 2009.

<u>/s/ Craig Barrows, attorney in</u>	10/02/2015
fact	10/02/2015

** 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.

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.