

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Coen Stacy Ann</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>SVP &amp; CHIEF BUSINESS OFFICER</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)					
(Street)	WALTHAM MA 02451		Rule 10b5-1(c) Transaction Indication <input checked="" 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.					
(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	11/15/2023		M <sup>(1)</sup>		20,986	A	\$4.92	57,952	D	
Common Stock	11/15/2023		M <sup>(1)</sup>		5,300	A	\$7.69	63,252	D	
Common Stock	11/15/2023		S <sup>(1)</sup>		26,286	D	\$16.01 <sup>(2)</sup>	36,966	D	
Common Stock	11/16/2023		M <sup>(1)</sup>		3,200	A	\$4.92	40,166	D	
Common Stock	11/16/2023		M <sup>(1)</sup>		900	A	\$7.69	41,066	D	
Common Stock	11/16/2023		S <sup>(1)</sup>		4,100	D	\$16.01 <sup>(3)</sup>	36,966	D	
Common Stock	11/17/2023		M <sup>(1)</sup>		2,200	A	\$4.92	39,166	D	
Common Stock	11/17/2023		M <sup>(1)</sup>		76,023	A	\$7.69	115,189	D	
Common Stock	11/17/2023		S <sup>(1)</sup>		78,223	D	\$16.05 <sup>(4)</sup>	36,966	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
Stock Option (Right to Buy)	\$4.92	11/15/2023		M <sup>(1)</sup>			20,986	(5)	06/01/2030	Common Stock	20,986	\$0	54,223	D	
Stock Option (Right to Buy)	\$7.69	11/15/2023		M <sup>(1)</sup>			5,300	(6)	02/05/2031	Common Stock	5,300	\$0	153,710	D	
Stock Option (Right to Buy)	\$4.92	11/16/2023		M <sup>(1)</sup>			3,200	(5)	06/01/2030	Common Stock	3,200	\$0	51,023	D	
Stock Option (Right to Buy)	\$7.69	11/16/2023		M <sup>(1)</sup>			900	(6)	02/05/2031	Common Stock	900	\$0	152,810	D	
Stock Option (Right to Buy)	\$4.92	11/17/2023		M <sup>(1)</sup>			2,200	(5)	06/01/2030	Common Stock	2,200	\$0	48,823	D	
Stock Option (Right to Buy)	\$7.69	11/17/2023		M <sup>(1)</sup>			76,023	(6)	02/05/2031	Common Stock	76,023	\$0	76,787	D	

**Explanation of Responses:**

1. Effected pursuant to a trading plan adopted on August 10, 2023 pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.03, 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 \$16.00 to \$16.02, 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 price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.17, 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.
5. This option was granted on June 1, 2020 and is exercisable as to 25% on the first year anniversary of the grant and 6.25% quarterly for the subsequent three years.
6. This option was granted on February 5, 2021 and is exercisable as to 25% on the first year anniversary of the grant and 6.25% quarterly for the subsequent three years.

/s/ Renee Lentini, Attorney-in-Fact      11/17/2023

\*\* 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.

**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.**