**IMMUNOGEN INC** 

Form 4

November 10, 2011

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person \* MCCLUSKI STEPHEN C

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

IMMUNOGEN INC [IMGN]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/08/2011

X\_ Director Officer (give title below)

10% Owner Other (specify

10 GRANDHILL WAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PITTSFORD, NY 14534

(City) (State) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 4 6. Date Exercisable and Expiration 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative Underlying Securitie Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired

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	Derivative Security			(A) or Dispose (D) (Instr. 3, and 5)				
			Code V	/ (A)	(D) Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Deferred Share Unit	\$ 0 <u>(1)</u>	11/08/2011	A	2,286	02/01/2012(3)(2)	(2)	Common Stock (2)	2,28
Stock option (right to buy)	\$ 13.12	11/08/2011	A	3,865	02/01/2012 <u>(4)</u>	11/08/2021	Common Stock	3,86

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
MCCLUSKI STEPHEN C 10 GRANDHILL WAY PITTSFORD, NY 14534	X						

## **Signatures**

/s/ Craig Barrows, attorney 11/10/2011 in fact \*\*Signature of Reporting Person

## **Explanation of Responses:**

- 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).

Date

- The deferred share units were issued pursuant to the Issuer's Compensation Policy for Non-Employee Directors and are convertible into (1) Common Stock on a one-to-one basis.
- The vested deferred share units are to be settled 100% in shares of Common Stock of the Company upon the reporting person's retirement **(2)** from the Board of Directors.
- The deferred share units vest ratably over a one year period in quarterly increments beginning on February 1, 2012, contingent upon the individual remaining a director as of each vesting date.
- Exercisable as to 967 shares commencing on February 1, 2012, 966 shares commencing on May 1, 2012, 966 shares commencing on (4) August 1, 2012 and 966 shares commencing on November 1, 2012, contingent upon the individual remaining a director as of each vesting

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2