### Edgar Filing: VILLAFRANCA JOSEPH J - Form 4

VILLAFRA Form 4 April 01, 20	ANCA JOSEPH J									
FORM	ЛЛ							-	PPROVAL	
	UNITED	STATES		RITIES A			<b>JE COMMISSIO</b>	N OMB Number:	3235-0287	
Check ti if no lor subject Section Form 4	nger to 16. or			SECUI	RITIES	5	OWNERSHIP O	Estimated burden hou response	urs per	
Form 5 obligation may con <i>See</i> Inst 1(b).	ons Section 17(	(a) of the I	Public U	Itility Hol	ding C		nange Act of 1934 ct of 1935 or Sect f 1940			
(Print or Type	Responses)									
1. Name and VILLAFR	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
		IMMUNOGEN INC [IMGN]				(Check all applicable)				
(Last) 1679 LOO	Middle) [	<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/31/2010</li></ul>				X_ Director10% Owner Officer (give titleOther (specify below)below)				
	(Street)			endment, D onth/Day/Yea	-	inal	Applicable Line) _X_ Form filed b	Joint/Group Fili y One Reporting P	erson	
NEWHOP	E, PA 18938						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivati	ve Securities	s Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispos (Instr. 2	ed (A) or ed of (D) 3, 4 and 5) (A) or	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)	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Per info req disp	sons who r rmation co uired to res	y or indirectly. respond to the colle ontained in this forr spond unless the fo rently valid OMB co	n are not orm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(]

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	Derivative Security			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Unit	\$ 0 <u>(1)</u>	03/31/2010	А		988		03/31/2010(2)(3)	(2)	Common Stock (2)	988

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
VILLAFRANCA JOSEPH J 1679 LOOKAWAY COURT NEWHOPE, PA 18938	Х							
Signatures								
/s/ Craig Barrows, attorney in fact	(	)4/01/2010						
**Signature of Reporting Person		Date						

## **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).
- (1) The deferred share units were issued pursuant to the Issuer's 2004 Non-Employee Director Compensation and Deferred Share Unit Plan, as amended, and are convertible into Common Stock on a one-to-one basis.
- (2) The vested deferred share units are to be settled 100% in shares of Common Stock of the Company upon the reporting person's retirement from the Board of Directors.
- (3) The deferred share units are fully vested on March 31, 2010.

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.