### Edgar Filing: IMMUNOGEN INC - Form 4

IMMUNOGEN INC Form 4												
November 18, 2010 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										OMB APPROVAL		
	UNITED	STATES		RITIES A shington			NGE	COMMISSIO	N OMB Number:	3235-0287		
Section 16. Form 4 or		F CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES						burden hou response	urs per			
Form 5 obligations may continue. See Instruction 1(b). 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 Response	s)											
1. Name and Address of Reporting Person <u>*</u> CARTER DAVID WARREN			2. Issuer Name <b>and</b> Ticker or Trading Symbol				ng	5. Relationship of Reporting Person(s) to Issuer				
		<b>5</b> .111 \	IMMUNOGEN INC [IMGN]					(Check all applicable)				
(Last) (First) (Middle) 468 HOLLIS LANE			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>11/16/2010</li></ul>			X_ Director 10% Owner Officer (give title Other (specify below) below)						
(Stro ST. HELENA, CA	4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>						
(City) (Sta	te)	(Zip)	Tab	le I - Non-	Derivati	ve Secur	ities A	cquired, Disposed	of, or Beneficia	ully Owned		
	action Date Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Secu onAcquire Dispose (Instr. 3	rities 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		
Reminder: Report on a s	separate line	for each cla	ass of sec					or indirectly.				
					Pers info requ	sons wł rmatior uired to	no res n cont respo	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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 Expiration	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

number.

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	Derivative Security			(A) or Dispos (D) (Instr. and 5)	sed of 3, 4,				
			Code N	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Deferred Share Unit	\$ 0 <u>(1)</u>	11/17/2010	А	3,836	5	02/01/2011(3)(2)	(2)	Common Stock (2)	3,83
Stock option (right to buy)	\$ 7.82	11/16/2010	А	6,211	l	02/01/2011 <u>(4)</u>	11/16/2020	Common Stock	6,21

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
CARTER DAVID WARREN 468 HOLLIS LANE ST. HELENA, CA 94574	Х						
Signatures							
/s/ Craig Barrows, attorney in fact	1	1/17/2010					
**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 Compensation Policy for Non-Employee Directors 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 vest ratably over a one year period in quarterly increments beginning on February 1, 2011, contingent upon the individual remaining a director as of each vesting date.
- (4) Exercisable as to 1553 shares commencing on February 1, 2011, 1553 shares commencing on May 1, 2011, 1552 shares commencing on August 1, 2011 and 1553 shares commencing on November 1, 2011

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.