

IMMUNOGEN INC
Form 4
November 03, 2015

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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. Name and Address of Reporting Person *
JUNIUS DANIEL M

(Last) (First) (Middle)

830 WINTER STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMMUNOGEN INC [IMGN]

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/30/2015 | | M | | 5,575 | A | \$ 4.29 |
| Common Stock | 10/30/2015 | | M | | 122 | A | \$ 5.77 |
| Common Stock | 11/02/2015 ⁽¹⁾ | | M | | 5,497 | A | \$ 3.19 |
| Common Stock | 11/02/2015 ⁽¹⁾ | | S | | 5,497 | D | \$ 12 |

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

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Stock Option (right to buy) | \$ 4.29 | 10/30/2015 | | M | 5,575 | 01/01/2010 ⁽³⁾ 01/01/2019 | Common Stock | 5,575 |
| Stock Option (right to buy) | \$ 5.77 | 10/30/2015 | | M | 122 | 06/12/2008 ⁽⁴⁾ 06/12/2017 | Common Stock | 122 |
| Stock Option (right to buy) | \$ 3.19 | 11/02/2015 ⁽²⁾ | | M | 5,497 | 06/08/2007 ⁽²⁾ 06/08/2016 | Common Stock | 5,497 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JUNIUS DANIEL M 830 WINTER STREET WALTHAM, MA 02451 | X | | Chief Executive Officer | |

Signatures

/s/ Craig Barrows, attorney
in fact
11/03/2015

**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) This transaction reported in this Form 4 was effected pursuant to a 10b5-1 trading plan executed by the reporting person on June 1, 2015.
- (2) Exercisable as to 21,667 shares commencing on June 8, 2007, 21,667 shares commencing on June 8, 2008, and 21,666 shares commencing on June 8, 2009.
- (3) Exercisable as to 50,000 shares commencing on January 1, 2010, 50,000 shares commencing on January 1, 2011, 50,000 shares commencing on January 1, 2012 and 50,000 shares commencing on January 1, 2013.
- (4) Exercisable as to 26,667 shares commencing on June 12, 2008, 26,667 shares commencing on June 12, 2009, and 26,666 shares commencing on June 12, 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.