

BARROWS CRAIG
Form 4/A
December 21, 2017

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 *
BARROWS CRAIG

(Last) (First) (Middle)
22 CHESNUT STREET
(Street)

SALEM, MA 01970

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
09/15/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, General Counsel

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)
				(A) or (D)	Price		
Common Stock	09/13/2017		M	20,000	A \$ 4.5	191,500 ⁽³⁾	D
Common Stock	09/13/2017		S	14,600	D \$ 6.9455 ⁽²⁾	176,900 ⁽³⁾	D
Common Stock	09/15/2017		M	30,000	A \$ 4.5	206,900 ⁽³⁾	D
Common Stock	09/15/2017		S	22,450	D \$ 6.7284 ⁽²⁾	184,450 ⁽³⁾	D

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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 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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.5	09/13/2017		M	20,000	10/03/2008 ⁽¹⁾ 10/03/2017	Common Stock	20,000
Stock Option (right to buy)	\$ 4.5	09/15/2017		M	30,000	10/03/2008 ⁽¹⁾ 10/03/2017	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARROWS CRAIG 22 CHESNUT STREET SALEM, MA 01970			Executive VP, General Counsel	

Signatures

Craig Barrows 12/21/2017

**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) Exercisable as to 12,500 shares commencing on October 3, 2008, 12,500 shares commencing on October 3, 2009, 12,500 shares commencing on October 3, 2010 and 12,500 shares commencing on October 3, 2011.
- (2) Weighted average price of shares sold.

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- (3) This amendment to Form 4 is being filed to correct the total shares held to include restricted shares which were inadvertently excluded from the totals in the original Form 4 filed on September 15, 2017.

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.