Goldberg Mark Alan Form 3 November 10, 2011

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement IMMUNOGEN INC [IMGN] A Goldberg Mark Alan (Month/Day/Year) 11/08/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 41 GRASMERE ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner \_X\_\_ Director \_X\_ Form filed by One Reporting Officer \_ Other Person NEEDHAM. MAÂ 02494 (give title below) (specify below) Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 800 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	f Derivative 2. Date Exercisable and Expiration		3. Title and Amount of		4.	5.	6. Nature of
Security	Date (Month/Day/Year)		Securities Underlying		Conversion	Ownership	Indirect Beneficial
(Instr. 4)			Derivative Security		or Exercise	Form of	Ownership
			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative	Security:	
					Security	Direct (D)	
						or Indirect	

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				Shares		(I) (Instr. 5)	
Deferred Share Unit	02/01/2012(2)(3)	(2)	Common Stock (2)	4,954	\$ 0 (1)	D	Â
Stock Option (right to buy)	02/01/2012(4)	11/08/2021	Common	3,865	\$ 13.12	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
Goldberg Mark Alan 41 GRASMERE ROAD NEEDHAM, MA 02494	ÂX	Â	Â	Â		

## **Signatures**

/s/ Craig Barrowns, attorney in fact 11/10/2011

\*\*Signature of Reporting Person Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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 the 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 three 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 date.

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.

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