

IMMUNOMEDICS INC
Form 4
April 06, 2006

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 *
GOLDENBERG DAVID M

(Last) (First) (Middle)

C/O IMMUNOMEDICS, INC., 300
AMERICAN ROAD

(Street)

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMMUNOMEDICS INC [IMMU]

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

04/04/2006

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)

Chairman of the Board and CSO

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 ⁽¹⁾	04/04/2006		G		8,205 D \$ 0 3,806,882	D ⁽²⁾	
Common Stock ⁽¹⁾	04/04/2006		G		8,205 D \$ 0 3,798,677	D	
Common Stock ⁽¹⁾	04/04/2006		G		8,205 D \$ 0 3,790,472	D	
Common Stock ⁽¹⁾	04/04/2006		G		8,205 D \$ 0 3,782,267	D	
Common Stock ⁽¹⁾	04/04/2006		G		8,205 D \$ 0 3,774,062	D	

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Common Stock <u>(1)</u>	04/04/2006		G	8,205	D	\$ 0	3,765,857	D	
Common Stock <u>(1)</u>	04/04/2006		G	8,205	D	\$ 0	3,757,652	D	
Common Stock <u>(1)</u>	04/04/2006		G	8,205	D	\$ 0	3,789,447	D	
Common Stock <u>(1)</u>	04/04/2006		G	8,205	D	\$ 0	3,741,242	D	
Common Stock <u>(1)</u>	04/04/2006		G	8,205	D	\$ 0	3,733,037	D	
Common Stock <u>(1)</u>	04/04/2006		G	8,205	D	\$ 0	3,724,832	D	
Common Stock <u>(1)</u>	04/04/2006		G	8,205	D	\$ 0	3,716,627	D	
Common Stock <u>(1)</u>	04/04/2006		G	8,205	D	\$ 0	3,708,422	D	
Common Stock <u>(4)</u>							2,300,080	I	See Footnote <u>(3)</u> <u>(4)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDENBERG DAVID M C/O IMMUNOMEDICS, INC. 300 AMERICAN ROAD MORRIS PLAINS, NJ 07950	X	X	Chairman of the Board and CSO	

Signatures

/s/ David M.
Goldenberg

04/06/2006

**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 reporting person gifted these shares of common stock to his family members and certain trusts established for the benefit of his family members. The reporting person is not deemed to be the beneficial owner of these shares.

(2) In addition, in November 2005, the following shares were transferred without consideration from the following trusts to the reporting person: (i) 824,957 shares from the David M. Goldenberg 2004 Grantor Retained Annuity Trust; (ii) 824,624 shares from the David M. Goldenberg July 2002 Grantor Retained Annuity Trust; (iii) 315,070 shares from the David M. Goldenberg Grantor Retained Annuity Trust; (iv) 231,612 shares from the David M. Goldenberg Millennium Trust; and (v) 9,094 shares from The Goldenberg 2004 Dynasty Trust. The reporting person was deemed to be the beneficial owner of the shares held by these trusts, and therefore, the transfers were merely a change in the form of ownership from indirect ownership to direct ownership.

(3) This Form 4 amends the Form 4 dated July 7, 2005 in order to include the shares held by the David M. Goldenberg Millennium Trust and the shares held by The Goldenberg 2004 Dynasty Trust in the reporting person's indirect beneficial ownership. Such shares were previously included as being beneficially owned by the reporting person in the Issuer's most recent proxy statement, but such shares were not included as part of the reporting person's most recent Section 16 filings. Subsequent thereto, in November 2005, the reporting person transferred certain shares from these trusts to the reporting person without consideration. Such transfers were deemed to be a mere change in the form of beneficial ownership.

(4) Such shares are held by the reporting person's wife, by various trusts established for the benefit of the reporting person and/or family members of the reporting person, or by a majority-owned subsidiary of the Issuer, of which the reporting person is a director. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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