

IMMUNOGEN INC
Form 4
December 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
SAYARE MITCHEL

(Last) (First) (Middle)

C/O IMMUNOGEN, INC., 128
SIDNEY STREET

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2007

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/29/2007 | | M | | 59,200 A \$ 0.844 | 585,478 | D |
| Common Stock | 11/29/2007 | | S | | 600 D \$ 4.64 | 584,878 | D |
| Common Stock | 11/29/2007 | | S | | 200 D \$ 4.71 | 584,678 | D |
| Common Stock | 11/29/2007 | | S | | 1,100 D \$ 4.775 | 583,578 | D |
| Common Stock | 11/29/2007 | | S | | 400 D \$ 4.68 | 583,178 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|---------|---|
| Common Stock | 11/29/2007 | S | 2,634 | D | \$ 4.66 | 580,544 | D |
| Common Stock | 11/29/2007 | S | 5,480 | D | \$ 4.65 | 575,064 | D |
| Common Stock | 11/29/2007 | S | 2,766 | D | \$ 4.67 | 572,298 | D |
| Common Stock | 11/29/2007 | S | 1,400 | D | \$ 4.69 | 570,898 | D |
| Common Stock | 11/29/2007 | S | 2,900 | D | \$ 4.7 | 567,998 | D |
| Common Stock | 11/29/2007 | S | 3,900 | D | \$ 4.72 | 564,098 | D |
| Common Stock | 11/29/2007 | S | 400 | D | \$ 4.84 | 563,698 | D |
| Common Stock | 11/29/2007 | S | 100 | D | \$ 4.83 | 563,598 | D |
| Common Stock | 11/29/2007 | S | 600 | D | \$ 4.82 | 562,998 | D |
| Common Stock | 11/29/2007 | S | 3,738 | D | \$ 4.77 | 559,260 | D |
| Common Stock | 11/29/2007 | S | 4,700 | D | \$ 4.8 | 554,560 | D |
| Common Stock | 11/29/2007 | S | 1,777 | D | \$ 4.79 | 552,783 | D |
| Common Stock | 11/29/2007 | S | 5,025 | D | \$ 4.78 | 547,758 | D |
| Common Stock | 11/29/2007 | S | 1,900 | D | \$ 4.81 | 545,858 | D |
| Common Stock | 11/29/2007 | S | 3,742 | D | \$ 4.76 | 542,116 | D |
| Common Stock | 11/29/2007 | S | 8,571 | D | \$ 4.75 | 533,545 | D |
| Common Stock | 11/29/2007 | S | 4,107 | D | \$ 4.73 | 529,438 | D |
| Common Stock | 11/29/2007 | S | 3,160 | D | \$ 4.74 | 526,278 | D |
| Common Stock | 11/30/2007 | M | 2,156 | A | \$ 0.844 | 528,434 | D |
| Common Stock | 11/30/2007 | S | 1,200 | D | \$ 4.8275 | 527,234 | D |
| | 11/30/2007 | S | 4.8201 | D | \$ 4.9 | 526,278 | D |

Common
Stock

Common Stock 11/30/2007 M 127,010 A \$ 0.844 653,288 D

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

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-qualified stock option (right to buy) | \$ 0.844 | 11/29/2007 | | M | 59,200 | 12/31/1998 ⁽¹⁾ 12/31/2007 | Common Stock | |
| Non-qualified stock option (right to buy) | \$ 0.844 | 11/30/2007 | | M | 2,156 | 12/31/1998 ⁽¹⁾ 12/31/2007 | Common Stock | |
| Non-qualified stock option (right to buy) | \$ 0.844 | 11/30/2007 | | M | 127,010 | 12/31/1998 ⁽¹⁾ 12/31/2007 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SAYARE MITCHEL C/O IMMUNOGEN, INC. 128 SIDNEY STREET CAMBRIDGE, MA 02139 | X | | Chief Executive Officer | |

Signatures

/s/ David G. Foster, attorney in fact 12/03/2007

**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 76,389 shares commencing on December 31, 1998, 76,389 shares commencing on December 31, 1999, and 76,388 shares commencing on December 31, 2000.
- (2) Field N/A to this transaction but was completed to allow for electronic filing only.

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.