Edgar Filing: IMMUNOGEN INC - Form 4

IMMUNOGEN Form 4										
FORM 4								PPROVAL		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).								3235-0287		
								Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> Wallace Richard John			2. Issuer Name and Ticker or Trading Symbol IMMUNOGEN INC [IMGN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 1578 SE BALLANTRAE COURT			3. Date of Earliest Transaction (Month/Day/Year) 11/11/2014			X_ Director 10% Owner Officer (give title Other (specify below) below)				
				endment, Date onth/Day/Year)	Original	Applicable Line) _X_ Form filed by Form filed by	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Tab	le I - Non-Der	vivative Securitie	s Acquired, Disposed of	of, or Beneficia	lly Owned		
	ransaction Date nth/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	TransactionA Code D	Securities cquired (A) or isposed of (D) nstr. 3, 4 and 5) (A) or mount (D) Pri	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)		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.										

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amc or Num of Sl
Deferred Share Unit	\$ 0 <u>(1)</u>	11/11/2014	A		3,000		02/01/2015(3)(2)	<u>(2)</u>	Common Stock (2)	3,0
Stock option (right to buy)	\$ 10.1	11/11/2014	A		10,000		02/01/2015 <u>(4)</u>	11/11/2024	Common Stock	10,

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
, or the second s	Director	10% Owner	Officer	Other			
Wallace Richard John 1578 SE BALLANTRAE COURT PORT ST. LUCIE, FL 34952	Х						
Signatures							
/s/ Craig Barrows, attorney in fact	11/12	/2014					

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 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 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 one year period in quarterly increments beginning on February 1, 2015, contingent upon the individual remaining a director as of each vesting date.

Exercisable as to 2,500 shares commencing on February 1, 2015, 2,500 shares commencing on May 1, 2015, 2,500 shares commencing
(4) on August 1, 2015 and 2,500 shares commencing on November 1, 2015, 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.