O'Leary James J Form 4 July 26, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires: Estimated average

January 31, 2005

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* O'Leary James J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

IMMUNOGEN INC [IMGN]

(Last) (First) (Middle)

3. Date of Earliest Transaction

Director 10% Owner

C/O IMMUNOGEN, INC., 830

(Month/Day/Year) 07/23/2010

X\_ Officer (give title Other (specify below) below)

(Check all applicable)

WINTER STREET

4. If Amendment, Date Original

(Instr. 8)

Vice President 6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WALTHAM, MA 02452

(City) (State) (Zip)

3. 4. Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (T) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

any

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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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Security or Exercise Code Securities

**Underlying Securities** (Month/Day/Year) (Instr. 3 and 4)

7. Title and Amount of

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative Security

or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A)

(D) Date Exercisable Expiration Date

Title

Amount or Number

of Share

Stock

option (right to buy)

\$ 9.14 07/23/2010 60,000

07/23/2011(1) 07/23/2020

Common stock

60,000

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'Leary James J

C/O IMMUNOGEN, INC. 830 WINTER STREET WALTHAM, MA 02452

Vice President

## **Signatures**

/s/ Craig Barrows, attorney in fact

07/26/2010

\*\*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).
- Exercisable as to 20,000 shares commencing on July 23, 2011, 20,000 shares commencing on July 23, 2012, and 20,000 shares commencing on July 23, 2013.

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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