

IMMUNOGEN INC

Form 4

December 02, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMBERT JOHN

(Last) (First) (Middle)

C/O IMMUNOGEN, INC., 830
WINTER STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

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

11/28/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price			
Common Stock	11/28/2008		M		15,400	A	\$ 2.25	46,691	D	
Common Stock	11/28/2008		S		7,000	D	\$ 3.75	39,691	D	
Common Stock	11/28/2008		S		1,800	D	\$ 3.76	37,891	D	
Common Stock	11/28/2008		S		1,200	D	\$ 3.77	36,691	D	
Common Stock	11/28/2008		S		900	D	\$ 3.78	35,791	D	

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Common Stock	11/28/2008	S	100	D	\$ 3.785	35,691	D
Common Stock	11/28/2008	S	1,000	D	\$ 3.79	34,691	D
Common Stock	11/28/2008	S	980	D	\$ 3.8	33,711	D
Common Stock	11/28/2008	S	100	D	\$ 3.805	33,611	D
Common Stock	11/28/2008	S	1,420	D	\$ 3.81	32,191	D
Common Stock	11/28/2008	S	400	D	\$ 3.82	31,791	D
Common Stock	11/28/2008	S	200	D	\$ 3.89	31,591	D
Common Stock	11/28/2008	S	100	D	\$ 3.9	31,491	D
Common Stock	11/28/2008	S	200	D	\$ 3.99	31,291	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.25	11/28/2008		M	15,400	01/14/2000 ⁽¹⁾ 01/14/2009	Common Stock 15,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBERT JOHN C/O IMMUNOGEN, INC. 830 WINTER STREET WALTHAM, MA 02451			Executive Vice President	

Signatures

/s/ Craig Barrows, attorney in fact	12/02/2008
__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 18,000 shares commencing on January 14, 2000, 18,000 shares commencing on January 14, 2001, and 18,000 shares commencing on January 14, 2002.

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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