## Edgar Filing: IMMUNOGEN INC - Form 4

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| Form 4   | EN INC                                  |  |   |   |   |           |   |  |   |   |  |
|--|---|--|---|---|---|-----------|---|--|---|---|--|
| February 23,   | 2017                                    |  |   |   |   |           |   |  |   |   |  |
| FORM   | 14                                      |  |   |   |   |           |   | OMB APPROVAL   |   |   |  |
|  | STATES                                  | ES SECURITIES AND EXCHANGE C<br>Washington, D.C. 20549   |   |   |   |           | OMMISSION   | OMB<br>Number:   | 3235-0287   |   |  |
| Check th<br>if no long                                 | Ter                                     |  |   |   |   |           |   |  | Expires: January 3  |   |  |
| subject to<br>Section 1<br>Form 4 o                    | 6. STATEN                               | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES  |   |   |   |           |   |  | Expired: 2005<br>Estimated average<br>burden hours per<br>response 0.5  |   |  |
| Form 5<br>obligatio<br>may cont<br>See Instru<br>1(b). | Filed put<br>ns Section 170             | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |   |   |   |           |   |  |   | 0.5   |  |
| (Print or Type I                                       | Responses)                              |  |   |   |   |           |   |  |   |   |  |
| Gregory Richard J. Symbol                              |   |  |   | 2. Issuer Name <b>and</b> Ticker or Trading<br>ymbol<br>MMUNOGEN INC [IMGN] |   |           |   | 5. Relationship of Reporting Person(s) to Issuer   |   |   |  |
|  |   |  |   |   |   |           |   | (Check all applicable)   |   |   |  |
| (Mont  |   |  | (Month/E                                    | Date of Earliest Transaction<br>Month/Day/Year)<br>2/21/2017                |   |           |   | Director 10% Owner<br>X Officer (give title Other (specify<br>below)<br>Executive VP & CSO                         |   |   |  |
|  |   |  | .mendment, Date Original<br>Month/Day/Year) |   |   |           | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |   |   |  |
| WALTHAN  | <b>I</b> , MA 02451                     |  |   |   |   |           |   | Form filed by M<br>Person  |   |   |  |
| (City)   | (State)                                 | (Zip)  | Tabl  | le I - Non-D  | erivative Se                                    | curiti    | ies Acqu  | iired, Disposed of   | , or Beneficial   | ly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)                   | 2. Transaction Date<br>(Month/Day/Year) |  | n Date, if                                  | Code<br>(Instr. 8)  | 4. Securitie<br>on(A) or Disp<br>(Instr. 3, 4 a | (A)<br>or | of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock  | 02/21/2017                              |  |   | Code V<br>A   | Amount<br>237,250<br>(1)                        | (D)<br>A  | Price<br>\$<br>2.47   | 276,481  | D   |   |  |

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

Persons who respond to the collection of information contained in this form are not 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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5.<br>ofNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Amou<br>Under<br>Secur | rlying                                 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owna<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|--|---|---------------------|--------------------|------------------------|--|---|--|
|   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                  | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   | Relationships |            |                    |       |  |  |  |
|---|---------------|------------|--------------------|-------|--|--|--|
|   | Director      | 10% Owner  | Officer            | Other |  |  |  |
| Gregory Richard J.<br>C/O IMMUNOGEN, INC.<br>830 WINTER STREET<br>WALTHAM, MA 02451 |               |            | Executive VP & CSO |       |  |  |  |
| Signatures  |               |            |                    |       |  |  |  |
| /s/ Craig Barrows, attorney in fact   | (             | )2/23/2017 |                    |       |  |  |  |
| **Signature of Reporting Person   |               | Date       |                    |       |  |  |  |
| Explanation of Bosnonsos:   |               |            |                    |       |  |  |  |

## **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) These shares are restricted stock which vest annually in three equal installments commencing on February 21, 2018.

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.