Edgar Filing: Wallace Richard John - Form 4

Wallace Richard	l John								
Form 4 November 10, 2	011								
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FORM 4 UNITED STATES SECURITIES AN Washington, D									3235-0287
Check this be if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(ection 1 ublic U	NGES IN B SECURI (6(a) of the Utility Holdi Investment C	Estimated burden hou response	January 31, 2005 Estimated average burden hours per response 0.5				
(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)			
			3. Date of Earliest Transaction (Month/Day/Year) 11/08/2011			X_ Director 10% Owner Officer (give title 0ther (specify below) below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
PORT ST. LUC	CIE, FL 34952	2					Person	More than One K	epotting
(City)	(State)	(Zip)	Tab	le I - Non-De	erivative S	ecurities A	cquired, Disposed	of, or Beneficia	lly Owned
	ransaction Date onth/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	Transaction A Code I	Disposed o Instr. 3, 4	A) or f (D)	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)
Reminder: Report of	on a separate line	e for each cla	ss of secu	urities benefic	cially own	ed directly o	or indirectly.		
					informa require	ation cont d to respo s a currer	pond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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	6. Date Exercisable and Expiration	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

	Derivative Security			(A) or Dispose (D) (Instr. 3 and 5)					
			Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Deferred Share Unit	\$ 0 <u>(1)</u>	11/08/2011	А	2,286		02/01/2012(3)(2)	(2)	Common Stock (2)	2,28
Stock option (right to buy)	\$ 13.12	11/08/2011	А	3,865		02/01/2012 <u>(4)</u>	11/08/2021	Common Stock	3,86

Reporting Owners

Reporting Owner Name / Address	Relationships						
	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	11/10/2011						
**Signature of Reporting Person	Da	te					

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, 2012, contingent upon the individual remaining a director as of each vesting date.
- Exercisable as to 967 shares commencing on February 1, 2012, 966 shares commencing on May 1, 2012, 966 shares commencing on(4) August 1, 2012 and 966 shares commencing on November 1, 2012, 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.