### MITCHELL DEAN J

Form 3

February 01, 2012

## FORM 3

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

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement IMMUNOGEN INC [IMGN] MITCHELL DEAN J (Month/Day/Year) 01/30/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 7 LEONARD COURT (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_\_ Director 10% Owner \_X\_ Form filed by One Reporting Officer \_ Other Person PRINCETON, ÂNJÂ 08540 (give title below) (specify below) Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form: Direct (D) 4. Nature of Indirect Beneficial

Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	Derivative 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)

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Deferred Share Unit	04/30/2012(2)(3)	(2)	Common Stock (2)	4,686	\$ 0 (1)	D	Â
Stock Option (right to buy)	04/30/2012(4)	01/30/2022	Common Stock	3,066	\$ 13.87	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>F</b>	Director	10% Owner	Officer	Other		
MITCHELL DEAN J 7 LEONARD COURT PRINCETON Â NIÂ 08540	ÂX	Â	Â	Â		

## **Signatures**

/s/ Craig Barrows, attorney in fact 02/01/2012

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 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 the 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 three year period in quarterly increments beginning on April 1, 2012, contingent upon the individual remaining a director as of each vesting date.
- Exercisable as to 767 shares commencing on February 1, 2012, 767 shares commencing on May 1, 2012, 766 shares commencing on (4) August 1, 2012 and 766 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.

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