

Wolynic Edward T
 Form 4
 December 05, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wolynic Edward T

2. Issuer Name and Ticker or Trading Symbol
 IMMUNOMEDICS INC [IMMU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O IMMUNOMEDICS INC. 300
 AMERICAN ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/03/2008

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

(Street)
 MORRIS PLAINS, NJ 07950

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/03/2008		M	5,000 A <u>1</u>	5,000	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.

SEC 1474
 (9-02)

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 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
Restricted Stock Uni	(2)	12/03/2008		A	5,000	(2) (2)	Common Stock, par value \$0.01 per share 5,000
Stock Options (right to buy)	\$ 1.59	12/03/2008		A	10,000	(3) 12/03/2015	Common Stock, par value \$0.01 per share 10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wolynic Edward T
 C/O IMMUNOMEDICS INC. 300 AMERICAN ROAD X
 MORRIS PLAINS, NJ 07950

Signatures

/s/ Edward T.
 Wolynic 12/04/2008

**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).
- Delivery of common stock upon vesting of restricted stock units granted on 12/20/07, which vested on the earlier of (i) the reporting person's completion of one year of service as a non-employee director from the date of grant, or (ii) the reporting person's continuation in service through the day immediately preceding the next annual stockholders meeting following the date of grant.
- (1) person's completion of one year of service as a non-employee director from the date of grant, or (ii) the reporting person's continuation in service through the day immediately preceding the next annual stockholders meeting following the date of grant.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Immunomedics, Inc. common stock. The restricted stock units shall vest upon the earlier of (i) the reporting person's completion of one year of service as a non-employee director from the date of grant, or (ii) the reporting person's continuation in service through the day immediately preceding the next annual stockholders meeting following the date of grant.
 - (3) The stock options are fully vested on the date of grant.

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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