Edgar Filing: IMMUNOGEN INC - Form 4

IMMUNOC Form 4											
November 1	ЛЛ								PPROVA	۱L	
	UNITED	STATES			AND EXCH , D.C. 2054		COMMISSIO	N OMB Number:	3235-	0287	
Check th if no lon	nger				DENEELO			Expires:	Janua	ry 31, 2005	
subject t Section Form 4 o Form 5	16. or			SECUI	RITIES		VNERSHIP OI	Estimated burden hoi response	urs per	0.5	
obligatic may con <i>See</i> Instr 1(b).	ons Section 17((a) of the l	Public U	Jtility Hol		any Act	nge Act of 1934, of 1935 or Secti 940				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> MCCLUSKI STEPHEN C			2. Issuer Name and Ticker or Trading Symbol IMMUNOGEN INC [IMGN]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)		of Earliest T	-	. 1	(Ch	eck all applicabl	e)		
10 GRANI	DHILL WAY			Day/Year)			X Director Officer (give below)		% Owner her (specify		
DIFFECTION	(Street)			endment, D onth/Day/Yea	ate Original r)			Joint/Group Fili y One Reporting P More than One R	erson		
PITISFOR	2D, NY 14534						Person		1.0		
(City)	(State)	(Zip)	Tal	ole I - Non-l	Derivative Sec	curities A	cquired, Disposed	of, or Beneficia	lly Owne	đ	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securities nAcquired (A) Disposed of ((Instr. 3, 4 an (A or Amount (D	D) d 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 Indirect Beneficia Ownersh (Instr. 4)	al	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially owned	directly o	r indirectly.				
					informati required	on conta to respo	pond to the colle ained in this form and unless the fo atly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab	le II - Deriv	vative Sec	curities Aco	uired, Dispos	ed of, or	Beneficially Owne	d			

(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
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 Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Unit	\$ 0 <u>(1)</u>	11/11/2009	А		3,759		02/01/2010(3)(2)	(2)	Common Stock (2)	3,759

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
MCCLUSKI STEPHEN C 10 GRANDHILL WAY PITTSFORD, NY 14534	Х			
Signatures				
/s/ Craig Barrows, attorney in fact	1	1/13/2009		
<u>**</u> 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).
- The deferred share units were issued pursuant to the Issuer's Compensation Policy for Non-Employee Directors and are convertible into (1) Common Stock on a one-to-one basis.
- The vested deferred share units are to be settled 100% in shares of Common Stock of the Company upon the reporting person's retirement (2)from the Board of Directors.
- The deferred share units vest ratably over a one year period in quarterly increments beginning on February 1, 2010, contingent upon the (3)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.