Edgar Filing: PIEN HOWARD H - Form 4

PIEN HOWARD Form 4												
November 10, 20										3 AF	PROVA	L
	UNITED	STATES		RITIES A shington				COMMISSIO	N OMB Number	:	3235-	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or Security 30(h) of the Investment Company Act of 1940								nge Act of 1934, of 1935 or Secti	Estimate burden respons	Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type Respon	nses)											
1. Name and Address of Reporting Person <u>*</u> PIEN HOWARD H			2. Issuer Name and Ticker or Trading Symbol IMMUNOGEN INC [IMGN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 6 CARRIAGE HOUSE COURT			3. Date of Earliest Transaction (Month/Day/Year) 11/08/2011				X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) CHERRY HILL, NJ 08003			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 Person 						
(City) ((State)	(Zip)	Tab	le I - Non-	Deriva	ative S	ecurities A	cquired, Disposed	of, or Benefi	ciall	ly Owned	đ
	ansaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Se onAcqu Disp (Inst	ecuritie uired (A osed of r. 3, 4 a (s A) or f (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownershi Form: Direc (D) or Indire (I) (Instr. 4)	p ' t 1 ect 1	7. Nature Indirect	e of al
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	P in re di	erson: Iforma equire	s who res ition cont d to respo s a curre	or indirectly. spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not orm	SI	EC 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		

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	Derivative Security				(A) or Dispose (D) (Instr. 3 and 5)					
			Code	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							
r o	Director	10% Owner	Officer	Other				
PIEN HOWARD H 6 CARRIAGE HOUSE COURT CHERRY HILL, NJ 08003	Х							
Signatures								
/s/ Craig Barrows, attorney in fact	11/	10/2011						
**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).
- (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.