

IMMUNOMEDICS INC
Form 4
February 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
GOLDENBERG DAVID M

(Last) (First) (Middle)

C/O IMMUNOMEDICS, INC., 300 AMERICAN ROAD

(Street)

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CSO, CMO and Chairman

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)	Price		
Common Stock ⁽¹⁾	01/23/2009		G	20,155 D	\$ 0 4,130,163	D	
Common Stock ⁽¹⁾	01/23/2009		G	20,155 D	\$ 0 4,110,008	D	
Common Stock ⁽¹⁾	01/23/2009		G	20,155 D	\$ 0 4,089,853	D	
Common Stock ⁽¹⁾	01/23/2009		G	20,155 D	\$ 0 4,069,698	D	
Common Stock ⁽¹⁾	01/23/2009		G	20,155 D	\$ 0 4,049,543	D	

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Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	4,029,388	D	
Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	4,009,233	D	
Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	3,989,078	D	
Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	3,968,923	D	
Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	3,948,768	D	
Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	3,928,613	D	
Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	3,908,458	D	
Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	3,888,303	D	
Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	3,868,148	D	
Common Stock <u>(1)</u>	01/23/2009		G	20,155	D	\$ 0	3,847,993	D	
Common Stock <u>(2)</u>							2,009,485	I	See Footnote <u>(2)</u>

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDENBERG DAVID M C/O IMMUNOMEDICS, INC. 300 AMERICAN ROAD MORRIS PLAINS, NJ 07950	X	X	CSO, CMO and Chairman	

Signatures

/s/ David M.
Goldenberg

02/04/2009

__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 reporting person gifted these shares of common stock to his family members and certain trusts established for the benefit of his family members. The reporting person is not deemed to be the beneficial owner of these shares.
- (2) Such shares are held by the reporting person's wife (including a total of 160,000 shares held as joint tenants by the reporting person and his spouse), by various trusts established for the benefit of the reporting person and/or family members of the reporting person, or by a majority-owned subsidiary of the Issuer, of which the reporting person is a director. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.