

MITCHELL DEAN J
Form 3/A
February 01, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

MITCHELL DEAN J

(Last) (First) (Middle)

7 LEONARD COURT

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/30/2012

3. Issuer Name and Ticker or Trading Symbol
 IMMUNOGEN INC [IMGN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

02/01/2012

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 Beneficially Owned

1. Title of Security
 (Instr. 4)

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

3. Ownership Form:
 Direct (D)
 or Indirect (I)
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership
 (Instr. 5)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
 (Instr. 4)

2. Date Exercisable and Expiration Date
 (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
 (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
 (Instr. 5)
 6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

Deferred Share Unit	04/30/2012 ⁽²⁾⁽³⁾	Â ⁽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			
	Director	10% Owner	Officer	Other
MITCHELL DEAN J 7 LEONARD COURT PRINCETON, NJ 08540	Â X	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).
- (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 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 August 1, 2012 and 766 shares commencing on November 1, 2012, contingent upon the individual remaining a director as of each vesting date.
 - (4)

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.