Edgar Filing: IMMUNOGEN INC - Form 4

IMMUNOGEN IN Form 4	NC											
December 13, 201	6											
FORM 4			CECU	DIFIEC					N T	OMB A	PPROVA	.L
	UNITED	STATES		RITIES A shington				COMMISSIO	0.0	1B mber:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OV SECURITIES Filed pursuant to Section 16(a) of the Securities Exchanges Section 17(a) of the Public Utility Holding Company Act 30(h) of the Investment Company Act of 1								nge Act of 1934, of 1935 or Secti	Estimated average burden hours per response 0.8 34,			
(Print or Type Respon	ises)											
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) 3. D				of Earliest 7	Fransact	tion		(check an applicable)				
6 CARRIAGE HOUSE COURT			(Month/Day/Year) 12/09/2016				X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			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 					
CHERRY HILL,	NJ 08003							Person			1 8	
(City) (S	State)	(Zip)	Tab	ole I - Non-	Derivat	tive Se	ecurities A	cquired, Disposed	of, or B	Beneficia	lly Owned	1
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	onAcqui Dispo (Instr.	osed of . 3, 4 a (4	(D) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Own Form: 7 (D) or 7 (I) (Instr. 4	Direct Indirect	7. Nature Indirect Beneficia Ownersh (Instr. 4)	ıl
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	Pe inf rec dis	ersons iorma quirec	s who res tion cont to respo s a currer	or indirectly. pond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are n orm		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>	12/09/2016	А		1,500		03/01/2017(3)(2)	(2)	Common Stock (2)	1,50
Stock option (right to buy)	\$ 1.84	12/09/2016	А		5,000		03/01/2017 <u>(4)</u>	12/09/2026	Common Stock	5,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
PIEN HOWARD H 6 CARRIAGE HOUSE COURT CHERRY HILL, NJ 08003	Х							
Signatures								
/s/ Craig Barrows, attorney in fact	12/	13/2016						
**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 one-half on March 1, 2017 and one-half on June 1, 2017, contingent upon the individual remaining a director as of each vesting date.
- (4) Exercisable as to 2,500 shares commencing on March 1, 2017 and 2,500 shares commencing on June 1, 2017, 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.