

IMMUNOMEDICS INC

Form 4

June 12, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDENBERG CYNTHIA L

(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)

06/10/2009

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/10/2009		A	Amount 100,000 (1)	(A) or (D) Price \$ 0	100,000 (1)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.5	06/10/2009		A		100,000		<u>(2)</u>	06/10/2016	Common Stock, par value \$0.01 per share	100,000
Stock Option (right to buy)	\$ 2.5	06/10/2009		A		325,000		<u>(3)</u>	06/10/2016	Common Stock, par value \$0.01 per share	325,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDENBERG CYNTHIA L C/O IMMUNOMEDICS, INC. 300 AMERICAN ROAD MORRIS PLAINS, NJ 07950	X	X	President and CEO	

Signatures

/s/ Cynthia L.
Goldenberg

06/12/2009

**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) Restricted stock units granted pursuant to the Company's 2006 Stock Incentive Plan, as amended, which vest 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter.

- (2) The reporting person was granted stock options pursuant to the Company's 2006 Stock Incentive Plan, as amended. Such stock options vest 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter. Ms. Goldenberg is also known as Cynthia L. Sullivan, President and Chief Executive Officer of the Company.

- (3) The reporting person's spouse, Dr. David M. Goldenberg, Chairman of the Board, Chief Scientific Officer and Chief Medical Officer of the Company, was granted stock options pursuant to the Company's 2006 Stock Incentive Plan, as amended. Such stock options vest 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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