

Goldberg Mark Alan  
Form 3  
November 10, 2011

**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 * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Goldberg Mark Alan                      |         | (Month/Day/Year)  | IMMUNOGEN INC [IMGN]                                 |  |
| (Last)                                    | (First) | (Middle)  | 11/08/2011   |  |
| 41 GRASMERE ROAD                          |         | 4. Relationship of Reporting Person(s) to Issuer  |  |  |
| (Street)                                  |         | (Check all applicable)  |  |  |
| NEEDHAM,Â MAÂ 02494                       |         | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |  |
| (City)                                    | (State) | (Zip)   | 5. If Amendment, Date Original Filed(Month/Day/Year) |  |
|   |         |   |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |   |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 800  | D   | Â  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|                             |                              |                  |                                | Shares |                     | (I)<br>(Instr. 5) |   |
|-----------------------------|------------------------------|------------------|--------------------------------|--------|---------------------|-------------------|---|
| Deferred Share Unit         | 02/01/2012 <sup>(2)(3)</sup> | Â <sup>(2)</sup> | Common<br>Stock <sup>(2)</sup> | 4,954  | \$ 0 <sup>(1)</sup> | D                 | Â |
| Stock Option (right to buy) | 02/01/2012 <sup>(4)</sup>    | 11/08/2021       | Common<br>Stock                | 3,865  | \$ 13.12            | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Goldberg Mark Alan<br>41 GRASMERE ROAD<br>NEEDHAM, MA 02494 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Craig Barrowns, 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 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 February 1, 2012, contingent upon the individual remaining a director as of each vesting date.
- (4) Exercisable as to 967 shares commencing on February 1, 2012, 966 shares commencing on May 1, 2012, 966 shares commencing on 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.