

IMMUNOGEN INC

Form 4

March 11, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BLATTNER WALTER

(Last) (First) (Middle)

**C/O IMMUNOGEN, INC., 128
 SIDNEY STREET**

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
03/09/2005

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)

Executive Vice President

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)
			Code	V	Amount	(A) or (D)	Price			
Common stock	03/09/2005		M		17,906	A	\$ 1.938	103,617	D	
Common stock	03/09/2005		S		15,906	D	\$ 5.23	87,711	D	
Common Stock	03/09/2005		S		2,000	D	\$ 5.3	85,711	D	
Common Stock	03/10/2005		M		14,189	A	\$ 1.938	99,900	D	
Common Stock	03/10/2005		M		17,905	A	\$ 1.938	117,805	D	

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Common stock 03/10/2005 S 17,905 D \$ 5.22 99,900 D

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option (right to buy)	\$ 1.938	03/09/2005		M	35,811	03/30/1996	03/30/2005	Common stock 35,811
Incentive stock option (right to buy)	\$ 1.938	03/09/2005		M	14,189	03/30/1996	03/30/2005	Common stock 14,189

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BLATTLER WALTER C/O IMMUNOGEN, INC. 128 SIDNEY STREET CAMBRIDGE, MA 02139	X Executive Vice President

Signatures

/s/ Walter Blattler 03/09/2005

 **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) Exercisable as to 35,811 on March 30, 1996

(2) Exercisable as to 14,189 on March 30, 1996.

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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