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IMMUNOGEN INC
 Form 4
 January 10, 2003

 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).
 (Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Carter	David		ImmunoGen, Inc. (IMGN)	X
(Last)	(First)	(Middle)		--
860 Atlantic Ave.			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year
(Street)				January 9, 2003
Alameda	CA	94501		5. If Amendment, Date of Original (Month/Day/Year)
(City)	(State)	(Zip)		7. <u>X</u>

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Security Benefici Owned Fo ing Repo Transact (Instr. and 4)
				(A) or (D)	Price
				Code V	Amount

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(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 (Instr.)
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				Code	V	(A)
Stock Units	1-for-1	January 9, 2003		A	V	925.9259
Stock Units	1-for-1	January 9, 2003		A	V	967.7419

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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Title	Amount or Number of Shares			
Common Stock(1)	925.9259	\$3.24	2,493.1110	D
Common Stock(1)	967.7419	\$3.10	3,460.8529	D

Explanation of Responses:

(1) The units are to be settled 100% in cash upon the reporting person's retirement from the Board of Directors.

/s/ DAVID CARTER	January 9, 2003
**Signature of Reporting Person	Date

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

- * 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).

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