

O'Leary James J
 Form 4
 April 12, 2013

FORM 4

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

OMB APPROVAL

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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 *
 O'Leary James J

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)
 C/O IMMUNOGEN, INC., 830 WINTER STREET

3. Date of Earliest Transaction (Month/Day/Year)
 04/10/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

(Street)
 WALTHAM, MA 02452

4. If Amendment, Date Original Filed(Month/Day/Year)

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	04/10/2013 ⁽²⁾		M	A	\$ 4.12 5,600	D	
Common Stock	04/10/2013		S	D	\$ 17.0054 0 <u>(1)</u>	D	
Common Stock	04/11/2013 ⁽²⁾		M	A	\$ 4.12 25,500	D	
Common Stock	04/11/2013		S	D	\$ 17.4533 0 <u>(1)</u>	D	

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- (2) The transactions reported in this Form 4 were effected pursuant to a 10b5-1 trading plan executed by the reporting person on September 10, 2012.
- (3) Exercisable as to 37,500 shares commencing on November 7, 2009, 37,500 shares commencing on November 7, 2010, 37,500 shares commencing on November 7, 2011, and 37,500 shares commencing on November 7, 2012.

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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