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IMMUNOGEN INC

Form 3

February 21, 2014

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

OMB

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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, response... 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 *

(Last)

Harrison Ellie

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

02/20/2014

IMMUNOGEN INC [IMGN]

4. Relationship of Reporting

(Check all applicable)

VP & Chief HR Officer

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O IMMUNOGEN, INC., Â 830

WINTER STREET

(Street)

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

WALTHAM, MAÂ 02451

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities

Beneficially Owned (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

Ownership Form: Direct (D)

or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial

Ownership

(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Exercisable Expiration

Date

Title Amount or Number of Shares

Derivative Security

Security: Direct (D) or Indirect

(I)

(Instr. 5)

Stock Option (right to buy) $02/20/2015_{\underline{(1)}} 02/20/2024 \frac{\text{Common}}{\text{Stock}} 82,500 \$ 16.44 D \hat{A}$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Harrison Ellie

C/O IMMUNOGEN, INC. 830 WINTER STREET WALTHAM, MAÂ 02451

Signatures

/s/ Craig Barrows, attorney in fact 02/21/2014

**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) Exercisable as to 20,625 shares commencing on February 20, 2015, 20,625 shares commencing on February 20, 2016, 20,625 shares commencing on February 20, 2017 and 20,625 shares commencing on February 20, 2018.

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.

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