

IMMUNOGEN INC

Form 4/A

October 24, 2006

**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).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LAMBERT JOHN**

(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)  
**10/11/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**10/12/2006**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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	10/11/2006 <sup>(2)</sup>		M	(A) or (D) Amount 10,073 <sup>(3)</sup> A	\$ 0.844	41,364	D
Common Stock	10/11/2006 <sup>(2)</sup>		S	(A) or (D) Amount 10,073 <sup>(3)</sup> D	\$ 4	31,291	D

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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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 Securities (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 0.844	10/11/2006 <sup>(2)</sup>		M	10,073 <sup>(3)</sup>	12/31/1998 <sup>(1)</sup> 12/31/2007	Common Stock 10,073 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships
LAMBERT JOHN C/O IMMUNOGEN, INC. 128 SIDNEY STREET CAMBRIDGE, MA 02139	Director 10% Owner Officer Other Senior Vice President

## Signatures

/s/ John Lambert 10/24/2006  
 \*\*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 30,556 on December 31, 1998, 30,556 exercisable on December 31, 1999, and 30,555 exercisable on December 31, 2000.
- (2) The transactions reported in this Form 4 were effected pursuant to a 10b5-1 trading adopted by the reporting person on March 10, 2006.
- (3) This Form 4A is being filed to correct the number of options exercised and shares sold which were inadvertently misstated in the original Form 4 filed on October 12, 2006.

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.