

Arbuckle Stuart A
Form 4
June 22, 2018

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 *
Arbuckle Stuart A

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2018

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

C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 50 NORTHERN
AVE

(Street)

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

BOSTON, MA 02210

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Unit	\$ 0 ⁽¹⁾	06/20/2018		A		4,000		09/01/2018 ⁽²⁾⁽³⁾	⁽²⁾	Common Stock ⁽²⁾	4,000
Stock option (right to buy)	\$ 11.21	06/20/2018		A		18,000		09/01/2018 ⁽⁴⁾	06/20/2028	Common Stock	18,000
Deferred Share Unit	\$ 0 ⁽¹⁾	06/20/2018		A		1,500		10/01/2018 ⁽²⁾⁽⁵⁾	⁽²⁾	Common Stock ⁽²⁾	1,500
Stock option (right to buy)	\$ 11.21	06/20/2018		A		15,800		09/01/2018 ⁽⁶⁾	06/20/2028	Common Stock	15,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arbuckle Stuart A C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVE BOSTON, MA 02210	X			

Signatures

/s/ Craig Barrows, attorney
in fact 06/22/2018

⁽¹⁾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) The deferred share units were issued pursuant to the Issuer's Compensation Policy for Non-Employee Directors and are convertible into Common Stock on a one-to-one basis.
- (2) The vested deferred share units are to be settled 100% in shares of Common Stock of the Company upon the reporting person's retirement from the Board of Directors.

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- (3) The deferred share units vest quarterly on 9/1/18, 12/1/18, 3/1/19, and 6/1/19, contingent upon the individual remaining a director as of each vesting date.
- (4) Exercisable as to 4,500 shares on on 9/1/18, 12/1/18, 3/1/19, and 6/1/19, contingent upon the individual remaining a director as of each vesting date.
- (5) The deferred share units vest as follows: 375 units on 10/1/18, and 125 units on each of Jan 1, April 1, July 1, and October 1, thereafter, beginning on January 1, 2019 and ending on January 1, 2021, contingent upon the individual remaining a director as of each vesting date.
- (6) Exercisable as follows: 3,951 shares on 9/1/18, 1,317 shares each on 12/1/18, 3/1/19, 6/1/19, 9/1/19, 12/1/19 and 1,316 shares each on 3/1/2020, 6/1/2020, 9/1/2020 and 12/1/2020, contingent upon the individual remaining a director as of each vesting date.

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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