

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

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**IMMUNOGEN, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
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- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:  
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  - (4) Date Filed:  
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October 26, 2004

**VIA OVERNIGHT MAIL**

Mr. Edward Corrao  
Fidelity Management and Research Company  
82 Devonshire Street  
Boston, MA 02109

Re: ImmunoGen, Inc. (the Company)  
Restated Stock Option Plan

Dear Mr. Corroa:

This letter is in response to our telephone call today regarding the proposed amendment to the Company's Restated Stock Option Plan (the Plan), which is Board Proposal No. 2 in the Company's proxy statement for the Annual Meeting of Shareholders to be held on November 9, 2004. Specifically, this letter responds to your concerns that the proposed form of the Plan, 1) allows for the option price per share of a Non-Qualified option to be granted at par value, and 2) does not contain an express provision that all future material amendments to the Plan require shareholder approval.

This letter confirms that management will recommend to the Compensation Committee of the Company's Board of Directors that the Plan be amended such that the option price per share of a Non-Qualified option shall not be less than fair market value on the date of grant. Additionally, this letter confirms that management will recommend to the Compensation Committee of the Company's Board of Directors that the Plan be amended to require shareholder approval of material amendments to the Plan.

Sincerely,

/s/ Mitchel Sayare