

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SHIRE BIOCHEM INC</u>  (Last) (First) (Middle) <u>275 ARMAND-FRAPPIER BLVD</u>  (Street) <u>LAVAL QUEBEC A8 H7V 4A7</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IMMUNOGEN INC [ IMGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	06/02/2004		s		4,030,000	D	\$6.7125	66,098	D <sup>(1)</sup>	

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
SHIRE BIOCHEM INC  
 (Last) (First) (Middle)  
275 ARMAND-FRAPPIER BLVD  
 (Street)  
LAVAL QUEBEC A8 H7V 4A7  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SHIRE PHARMACEUTICALS GROUP PLC  
 (Last) (First) (Middle)  
HAMPSHIRE INTL BUSINESS PARK  
CHINEHAM BASINGSTOKE  
 (Street)  
HAMPSHIRE ENGLAND RG X0  
 (City) (State) (Zip)

**Explanation of Responses:**

1. These shares were owned directly by Shire BioChem Inc., which is a wholly-owned subsidiary of Shire Pharmaceuticals Group plc. Shire Pharmaceuticals Group plc was an indirect beneficial owner of the reported securities.

/s/ Angus Russell, Director, Shire BioChem Inc. 06/02/2004  
/s/ Angus Russell, Director, 06/02/2004

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**