

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Arbuckle Stuart A</u>  (Last) (First) (Middle) <u>C/O VERTEX PHARMACEUTICALS</u> <u>INCORPORATED</u> <u>50 NORTHERN AVE</u>  (Street) <u>BOSTON MA 02210</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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/20/2018</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			

**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 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	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Share Unit	\$0 <sup>(1)</sup>	06/20/2018		A		4,000		09/01/2018 <sup>(2)(3)</sup>	(2)	Common Stock <sup>(2)</sup>	4,000	\$0 <sup>(1)</sup>	10,500	D	
Stock option (right to buy)	\$11.21	06/20/2018		A		18,000		09/01/2018 <sup>(4)</sup>	06/20/2028	Common Stock	18,000	\$11.21	18,000	D	
Deferred Share Unit	\$0 <sup>(1)</sup>	06/20/2018		A		1,500		10/01/2018 <sup>(2)(5)</sup>	(2)	Common Stock <sup>(2)</sup>	1,500	\$0 <sup>(1)</sup>	12,000	D	
Stock option (right to buy)	\$11.21	06/20/2018		A		15,800		09/01/2018 <sup>(6)</sup>	06/20/2028	Common Stock	15,800	\$11.21	15,800	D	

**Explanation of Responses:**

- 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.
- 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.
- 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.
- 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.
- 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.
- 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, 1/2020 and 12/1/2020, contingent upon the individual remaining a director as of each vesting date.

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

\*\* Signature of Reporting Person Date

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.

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