
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 27, 2004**

ImmunoGen, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other
jurisdiction of
incorporation)

0-17999
(Commission
File Number)

04-2726691
(IRS Employer
Identification No.)

128 Sidney Street, Cambridge, MA 02139
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(617) 995-2500**

(Former name or former address, if changed since last report)

Item 5. Other Events.

On May 27, 2004, ImmunoGen, Inc. announced that 4,030,000 shares of the 4,096,098 shares of its common stock held by Shire BioChem Inc. were placed with a third party institutional buyer. The press release announcing this event is incorporated herein by reference and filed as Exhibit 99.1 hereto.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release of ImmunoGen, Inc. dated May 27, 2004

2

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ImmunoGen, Inc.
(Registrant)

Date: May 27, 2004

/s/ Virginia A. Lavery
Virginia A. Lavery
Vice President, Finance and
Treasurer

3

IMMUNOGEN, INC.

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FOR IMMEDIATE RELEASE**ImmunoGen, Inc. Announces Placement of Common Stock by Selling Stockholder**

CAMBRIDGE, MA, May 27, 2004 – ImmunoGen, Inc. (Nasdaq: IMGN) today announced that 4,030,000 shares of the 4,096,098 shares of its common stock held by Shire BioChem Inc. were placed with a third party institutional buyer. Shire BioChem received the ImmunoGen common stock in July 2002 upon exercise of warrants issued to a predecessor entity. As previously announced, these shares were registered for resale by Shire BioChem under a Form S-3 shelf registration statement that was declared effective on January 21, 2003, and ImmunoGen will receive no proceeds from the sale of these shares.

About ImmunoGen, Inc.

ImmunoGen, Inc. develops targeted anticancer biopharmaceuticals. The Company's proprietary Tumor-Activated Prodrug (TAP) technology uses tumor-targeting antibodies to deliver a potent cell-killing agent specifically to cancer cells. Two ImmunoGen-developed TAP products have begun clinical evaluation: cantuzumab mertansine and huN901-DM1. ImmunoGen out-licenses its TAP technology in exchange for upfront, milestone, and manufacturing payments plus royalties. Companies developing products using ImmunoGen's TAP technology include Boehringer Ingelheim (bivatuzumab mertansine), Millennium Pharmaceuticals (MLN2704), and Genentech (Trastuzumab-DM1); ImmunoGen also has multitarget agreements with Genentech, Abgenix, and Millennium. ImmunoGen and Aventis have a collaboration to discover, develop, and commercialize antibody-based anticancer therapeutics. The agreement provides ImmunoGen with committed funding and includes milestone payments, royalties, and co-promotion rights.

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