
UNITED STATES
SECURITIES AND
EXCHANGE
COMMISSION -----

----- FORM
4 WASHINGTON,
D.C. 20549 OMB
APPROVAL - -----

----- / / Check
this box if no
STATEMENT OF
CHANGES IN
BENEFICIAL
OWNERSHIP OMB
Number: 3235-
0287 longer
subject to
Expires:
January 31,
2005 Section
16. Form 4 or
Filed pursuant
to Section
16(a) of the
Securities
Exchange Act of
1934, Estimated
average burden
Form 5
obligations may
Section 17(a)
of the Public
Utility Holding
Company Act of
1935 or hours
per response
.... 0.5
continue. SEE
Section 30(h)
of the
Investment
Company Act of
1940 -----

Instruction
1(b). (Print or
Type Responses)

1. Name and
Address of
Reporting
Person* 2.
Issuer Name AND
Ticker or
Trading Symbol
6. Relationship
of Reporting
Person(s) to
Issuer (Check
all applicable)
X Director 10%
Owner Carter
David
ImmunoGen, Inc.
(IMGN) -----

 ----- Officer
 (give Other
 (Last) (First)
 (Middle) 3.
 I.R.S.
 Identification
 4. Statement
 for ---- title
 ---- (specify
 Number of
 Reporting
 Month/Day/Year
 below) below)
 Person, if an
 entity
 (voluntary) 860
 Atlantic Ave.
 January 9, 2003

----- (Street)
 5. If
 Amendment, 7.
 Individual or
 Joint/Group
 Filing Date of
 Original (Check
 Applicable
 Line)
 (Month/Day/Year)
 X Form filed
 by One
 Reporting
 Person ___Form
 filed by More
 than One
 Alameda CA
 94501 Reporting
 Person - -----

----- (City)
 (State) (Zip)
 TABLE I - NON-
 DERIVATIVE
 SECURITIES
 ACQUIRED,
 DISPOSED OF, OR
 BENEFICIALLY
 OWNED - -----

----- 1. Title
 of 2. Trans-
 2A. Deemed 3.
 Trans- 4.
 Securities
 Acquired (A) 5.

TABLE II -
DERIVATIVE
SECURITIES
ACQUIRED,
DISPOSED OF,
OR
BENEFICIALLY
OWNED (e.g.,
PUTS, CALLS,
WARRANTS,
OPTIONS,
CONVERTIBLE
SECURITIES) -

- 1. Title of
Derivative
Security 2.
Conver- 3.
Trans- 3A.
Deemed 4.
Transac- 5.
Number of
Deriv- 6.
Date Exer-
(Instr. 3)
sion or
action
Execution
tion Code
ative
Securities
Ac- cisable
and Ex-
Exercise Date
Date, (Instr.
8) quired (A)
or Dis-
piration Date
Price of
(Month/ if
any posed of
(D)
(Month/Day/
Deriv- Day/

-- 7. Title
and Amount of
8. Price of
9. Number of
10. Ownership
11. Nature of
Underlying
Securities
Derivative
Derivative
Form of
Indirect
(Instr. 3 and
4) Security
Securities
Derivative

Beneficial
(Instr. 5)
Beneficially
Securities:
Ownership
Owned Direct
(D) or
(Instr. 4)
Following
Indirect (I)
Reported
(Instr. 4)
Transaction(s)

(Instr. 4)
Title Amount
or Number of
Shares - ----

Common
Stock(1)
925.9259
\$3.24
2,493.1110 D

----- Common
Stock(1)
967.7419
\$3.10
3,460.8529 D

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.