

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

|   |   |   |   |
|---|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>Goldberg Mark Alan</u><br><br>(Last) (First) (Middle)<br><u>41 GRASMERE ROAD</u><br><br>(Street)<br><u>NEEDHAM MA 02494</u><br><br>(City) (State) (Zip) | <b>2. Date of Event Requiring Statement (Month/Day/Year)</b><br><u>11/08/2011</u> | <b>3. Issuer Name and Ticker or Trading Symbol</b><br><u>IMMUNOGEN INC [ IMGN ]</u><br><br><b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) | <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
|---|---|---|---|

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| <u>Common Stock</u>             | <u>800</u>  | <u>D</u>   |   |

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                   | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-------------------|---|----------------------------|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |  |  |   |
| <u>Deferred Share Unit</u>                 | <u>02/01/2012<sup>(2)(3)</sup></u>                       | <u>(2)</u>        | <u>Common Stock<sup>(2)</sup></u>   | <u>4,954</u>               | <u>0<sup>(1)</sup></u>                                 | <u>D</u>   |   |
| <u>Stock Option (right to buy)</u>         | <u>02/01/2012<sup>(4)</sup></u>                          | <u>11/08/2021</u> | <u>Common Stock</u>   | <u>3,865</u>               | <u>13.12</u>   | <u>D</u>   |   |

**Explanation of Responses:**

1. 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.
2. The vested deferred share units are to be settled 100% in shares of the Common Stock of the Company upon the reporting person's retirement from the Board of Directors.
3. The deferred share units vest ratably over a three year period in quarterly increments beginning on February 1, 2012, contingent upon the individual remaining a director as of each vesting date.
4. Exercisable as to 967 shares commencing on February 1, 2012, 966 shares commencing on May 1, 2012, 966 shares commencing on August 1, 2012 and 966 shares commencing on November 1, 2012, contingent upon the individual remaining a director as of each vesting date.

/s/ Craig Barrowns, attorney in fact 11/10/2011

\*\* 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 5 (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.**

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, that the undersigned hereby constitutes and appoints each of David G. Foster and Craig Barrows of ImmunoGen, Inc. (the "Company"), acting singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5, and amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact shall not be liable for any error of judgment or for any act done or omitted to be done or for any mistake of fact or law except for each such attorney-in-fact's own bad faith, and the undersigned agrees to indemnify and to hold each such attorney-in-fact harmless against any loss, claim, damage, liability or cost incurred on each such attorney-in-fact's part arising out of or in connection with acts undertaken or omitted to be taken as an attorney-in-fact hereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 6th day of November 2011.

/s/ Mark Goldberg

Print Name: Mark Goldberg