

IMMUNOMEDICS INC

Form 4

June 16, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDENBERG DAVID M

(Last) (First) (Middle)

C/O IMMUNOMEDICS, INC, 300 AMERICAN ROAD

(Street)

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

IMMUNOMEDICS INC [IMMU]

3. Date of Earliest Transaction (Month/Day/Year)

06/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

CSO & Chairman of the BOD

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	06/15/2015		M		150,000	A	\$ 1.75
					2,687,696 ⁽¹⁾	D	
Common Stock	06/15/2015		S		82,077	D	\$ 4.069 ^{(2) (3)}
					2,605,619 ⁽¹⁾	D	
Common Stock	06/15/2015		M		120,050	A	\$ 2.67
					2,725,669 ⁽¹⁾	D	
Common Stock	06/15/2015		S		90,666	D	\$ 4.069 ^{(2) (3)}
					2,635,003 ⁽¹⁾	D	
Common Stock	06/15/2015		M		70,297	A	\$ 1.75
					3,250,165	I	

See Footnote ⁽⁴⁾

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Common Stock	06/15/2015	S	38,248	D	\$ 4.1225	3,211,917	I	See Footnote (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.75	06/15/2015		M	150,000	<u>(7)</u>	06/15/2015	Common Stock, par value \$0.01 per share	150,000
Stock Option (right to buy)	\$ 2.67	06/15/2015		M	120,050	<u>(8)</u>	07/18/2015	Common Stock, par value \$0.01 per share	120,050
Stock Option (right to buy)	\$ 1.75	06/15/2015		M	70,297	<u>(7)</u>	06/15/2015	Common Stock, par value \$0.01 per share	70,297

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDENBERG DAVID M C/O IMMUNOMEDICS, INC 300 AMERICAN ROAD MORRIS PLAINS, NJ 07950	X		CSO & Chairman of the BOD	

Signatures

/s/ David M.
Goldenberg

06/16/2015

__Signature of Reporting
Person

Date

Explanation of Responses:

- * 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).
- (1) Includes a total of 190,000 shares held as joint tenants by the reporting person and his spouse, Cynthia L. Goldenberg, also known as Cynthia L. Sullivan, the Issuer's President and Chief Executive Officer.
- (2) The price in column 4 is a weighted average price. The prices actually received by in this transaction range from \$4.03 to \$4.1625.
- (3) The reporting person has provided to the issuer, and the issuer will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range reported.
Such shares are held by the reporting person's spouse, by various trusts established for the benefit of the reporting person and/or family members of the reporting person, or by a majority-owned subsidiary of the Issuer, of which the reporting person is an officer. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interests therein.
- (4) The price in column 4 is a weighted average price. The prices actually received in this transaction range from \$4.09 to \$4.16.
- (5) The reporting person's spouse has provided to the issuer, and the issuer will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range reported.
- (6) These stock options were granted pursuant to the Issuer's 2006 Stock Incentive Plan, and vested immediately.
- (7) These stock options were granted pursuant to the Issuer's 2006 Stock Incentive Plan, and vested 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter.
- (8) The reporting person's spouse was granted these stock options pursuant to the Issuer's 2006 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.