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IMMUNOMEDICS INC Form 4 September 22, 2008 FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting GOLDENBERG CYNTHIA	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		IMMUNOMEDICS INC [IMMU]	(Check all applicable)		
(Last) (First) (N	Middle)	3. Date of Earliest Transaction			
		(Month/Day/Year)	X DirectorX 10% Owner		
C/O IMMUNOMEDICS, INC., 300		09/19/2008	X_ Officer (give title Other (specify		
AMERICAN ROAD			below) below)		
AWERCHIN KOND			President and CEO		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line)		
			X Form filed by One Reporting Person		
MORRIS PLAINS, NJ 07950			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Se	ecuriti	ies Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	09/19/2008		Р	800 (1)	А	\$ 1.94	1,860,285	D	
Common Stock	09/19/2008		Р	200 (1)	А	\$ 1.96	1,860,485	D	
Common Stock	09/19/2008		Р	4,000 <u>(1)</u>	A	\$ 1.97	1,864,485	D	
Common Stock	09/19/2008		Р	400 (1)	A	\$ 1.98	1,864,885	D	
Common Stock	09/19/2008		Р	144,600 (1)	A	\$2	2,009,485	D	

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Common			See
Common	4,150,318	I	footnote
Stock	.,,	-	(2)
			(=)

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.

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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GOLDENBERG CYNTHIA L C/O IMMUNOMEDICS, INC. 300 AMERICAN ROAD MORRIS PLAINS, NJ 07950	Х	Х	President and CEO					
Signatures								
/s/ Cynthia L. Goldenberg	09/22/200	8						

Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Such shares were purchased from an account held as joint tenants by the reporting person and her spouse, Dr. David M. Goldenberg, Chairman of the Board of Directors, Chief Scientific Officer and Chief Medical Officer of the issuer.

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Such shares are held by the reporting person's spouse (including a total of 160,000 shares held as joint tenants by the reporting person and her spouse), by various trusts established for the benefit of the reporting person?s spouse and/or family members of the reporting person

(2) her spouse), by various trusts established for the benefit of the reporting person?s spouse and/or family members of the reporting person and her spouse, or by a majority-owned subsidiary of the Issuer, of which the reporting person?s spouse is a director. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.