

IMMUNOMEDICS INC

Form 4

September 22, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
09/19/2008

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, CMO and Chairman

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	09/19/2008		P		800 ⁽¹⁾	A	\$ 1.94
Common Stock	09/19/2008		P		200 ⁽¹⁾	A	\$ 1.96
Common Stock	09/19/2008		P		4,000 ⁽¹⁾	A	\$ 1.97
Common Stock	09/19/2008		P		400 ⁽¹⁾	A	\$ 1.98
Common Stock	09/19/2008		P		144,600 ⁽¹⁾	A	\$ 2

Common Stock	2,009,485	I	See Footnote (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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 DAVID M C/O IMMUNOMEDICS, INC. 300 AMERICAN ROAD MORRIS PLAINS, NJ 07950	X	X	CSO, CMO and Chairman	

Signatures

/s/ David M.
Goldenberg

09/22/2008

__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) Such shares were purchased from an account held as joint tenants by the reporting person and his spouse, Ms. Cynthia L. Goldenberg (also known as Cynthia L. Sullivan), President and Chief Executive Officer of the issuer.

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- (2) 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 his 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 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.

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