

IMMUNOMEDICS INC

Form 4

June 11, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

06/09/2009

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 & 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)
Common Stock, \$0.01 par value per share	06/09/2009		M	150,000 A	\$ 1.78 4,037,993	D	
Common Stock, \$0.01 par value per share	06/09/2009		F	120,746 D	\$ 2.54 3,917,247 ⁽¹⁾	D	
Common Stock,	06/09/2009		D	29,254 D	\$ 2.54 3,887,993 ⁽²⁾	D	

\$0.01 par
value per
share

Common
Stock,
\$0.01 par
value per
share

1,849,215 I

See
Footnote
(3)

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.

SEC 1474
(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)	\$ 1.78	06/09/2009		M	150,000	<u>(4)</u> 06/22/2009	Common Stock, \$0.01 par value per share 150,000

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 & Chairman of the BOD	

Signatures

/s/ David M.
Goldenberg 06/11/2009

**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).

In accordance with the Company's 1992 Stock Option Plan, the reporting person paid the exercise price and tax liability associated with the exercise of an option to purchase 150,000 shares of the Company's common stock through the withholding of 120,746 shares of the Company's common stock.

In accordance with the Company's 1992 Stock Option Plan, the reporting person elected to receive cash, in the approximate amount of \$74,305, in lieu of shares of the Company's common stock upon exercise of an option to purchase 150,000 shares of the Company's common stock.

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 a director. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

The option vested in four equal installments on June 22, 2000, 2001, 2002 and 2003.

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.