

IMMUNOMEDICS INC

Form 4

August 29, 2012

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDENBERG CYNTHIA L**

(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)

**08/27/2012**

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)

President and CEO

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	08/27/2012		A	Amount (1) 100,000	(A) or (D) A \$ 0 579,905	D	
Common Stock	08/27/2012		A	85,700 (1)	A \$ 0 2,891,486	I	See Footnote (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  
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SEC 1474  
(9-02)

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**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)	\$ 3.46	08/27/2012		A		183,200		<u>(3)</u>	08/27/2019	Common Stock, par value \$0.01 per share	183,200
Stock Option (right to buy)	\$ 3.46	08/27/2012		A		157,100		<u>(3)</u>	08/27/2019	Common Stock, par value \$0.01 per share	157,100

## 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	X	X	President and CEO	

## Signatures

/s/ Cynthia L. Goldenberg 08/29/2012

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 restricted stock units were granted pursuant to the Company's 2006 Stock Incentive Plan, as amended, and vest 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter.
- (2) The reporting person's spouse, Dr. David M. Goldenberg, CSO, CMO and Chairman of the Board of Directors of the Company, was granted restricted stock units pursuant to the Company's 2006 Stock Incentive Plan, as amended.
- (3) Such stock options were granted pursuant to the Company's 2006 Stock Incentive Plan, as amended, and vest 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter.

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- (4) The reporting person's spouse, Dr. David M. Goldenberg, CSO, CMO and Chairman of the Board of Directors of the Company, was granted stock options pursuant to the Company's 2006 Stock Incentive Plan, as amended.

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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