

IMMUNOMEDICS INC

Form 4

August 10, 2007

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

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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)

08/08/2007

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock ⁽¹⁾ | 08/08/2007 | | G | | 8,775 | D \$ 0 | 4,286,803 D |
| Common Stock ⁽¹⁾ | 08/08/2007 | | G | | 8,775 | D \$ 0 | 4,278,028 D |
| Common Stock ⁽¹⁾ | 08/08/2007 | | G | | 8,775 | D \$ 0 | 4,269,253 D |
| Common Stock ⁽¹⁾ | 08/08/2007 | | G | | 8,775 | D \$ 0 | 4,260,478 D |
| Common Stock ⁽¹⁾ | 08/08/2007 | | G | | 8,775 | D \$ 0 | 4,251,703 D |

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| | | | | | | | | |
|-----------------------------|------------|---|-------|---|------|-----------|---|-----------------------------|
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,242,928 | D | |
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,234,153 | D | |
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,225,378 | D | |
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,216,600 | D | |
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,207,828 | D | |
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,199,050 | D | |
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,190,278 | D | |
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,181,503 | D | |
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,172,728 | D | |
| Common Stock ⁽¹⁾ | 08/08/2007 | G | 8,775 | D | \$ 0 | 4,163,953 | D | |
| Common Stock ⁽²⁾ | | | | | | 1,859,485 | 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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following 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 08/09/2007

__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) The reporting person gifted these shares of common stock to his family members and certain trusts established for the benefit of his family members. The reporting person is not deemed to be the beneficial owner of these shares.
Such shares are held by the reporting person's wife, by various trust established for the benefit of the reporting person and/or family
- (2) 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.
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.