

IMMUNOMEDICS INC

Form 5

August 13, 2012

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

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

(Last) (First) (Middle)

**C/O IMMUNOMEDICS,
INC., 300 THE AMERICAN
ROAD**

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
IMMUNOMEDICS INC [IMMU]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
04/13/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MORRIS PLAINS, NJ 07950

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/13/2012	Â	G	1,360,512 (1)	D \$ 0 2,805,380	I	See Footnote (2)
Common Stock	04/13/2012	Â	G	181,729	D \$ 0 2,623,651	I	See Footnote (2)
Common Stock	04/16/2012	Â	G	181,729	A \$ 0 3,189,815	D	Â

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Common Stock 04/19/2012 Â G 181,729 D \$ 0 3,008,086 D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. of D
					(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 THE AMERICAN ROAD MORRIS PLAINS, NJ 07950	Â X Â X Â President and CEO Â

Signatures

/s/ Cynthia L. Goldenberg 08/10/2012

__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) The reporting person's spouse 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 spouse (including a total of 190,000 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 interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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