

MARKISON BRIAN A

Form 4

December 09, 2011

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 *
MARKISON BRIAN A

(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)
12/07/2011

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)

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	12/07/2011		M		5,000	A	<u>11</u> 20,000

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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
Restricted Stock Unit	(2)	12/07/2011		A		5,000		(2)	(2)	Common Stock, par value \$0.01 per share	5,000
Stock Options (right to buy)	\$ 3.31	12/07/2011		A		15,000		(3)	12/07/2018	Common Stock, par value \$0.01 per share	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARKISON BRIAN A C/O IMMUNOMEDICS, INC. 300 AMERICAN ROAD MORRIS PLAINS, NJ 07950	X

Signatures

/s/ Cynthia L. Sullivan
Attorney-In-Fact
12/09/2011
Date

Signature of Reporting Person

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) Delivery of common stock upon vesting of restricted stock units granted on 12/1/10, which vested on the earlier of (i) the reporting person's completion of one year of service as a non-employee director from the date of grant, or (ii) the reporting person's continuation in service through the day immediately preceding the next annual stockholders meeting following the date of grant.

(2) Each restricted stock unit represents a contingent right to receive one share of Immunomedics, Inc. common stock. The restricted stock units shall vest upon the earlier of (i) the reporting person's completion of one year of service as a non-employee director from the date of grant, or (ii) the reporting person's continuation in service through the day immediately preceding the next annual stockholders meeting following the date of grant.

(3) The stock options are fully vested on the date of grant.

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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