

ZUERBLIS KENNETH J
 Form 4
 December 09, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZUERBLIS KENNETH J

 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/07/2011 | | M | 5,000 A | 9,167 | D | |

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 | 10,000 | (3) 12/07/2018 | Common Stock, par value \$0.01 per share 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZUERBLIS KENNETH J 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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