

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Keyt Bruce</u>  (Last) (First) (Middle) <u>C/O IGM BIOSCIENCES, INC.</u> <u>325 E. MIDDLEFIELD ROAD</u>  (Street) <u>MOUNTAIN CA 94043</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IGM Biosciences, Inc. [ IGM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/04/2020		M		2,837	A	\$1.39	3,850	I	See footnote <sup>(1)</sup>
Common Stock	06/04/2020		M		150	A	\$40.27	4,000	I	See footnote <sup>(1)</sup>
Common Stock	06/04/2020		F <sup>(2)</sup>		104	D	\$58.4	3,896	I	See footnote <sup>(1)</sup>
Common Stock								2,637	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$1.39	06/04/2020		M		2,837	(3)	02/01/2029	Common Stock	2,837	\$0.00	6,242	I	See footnote <sup>(1)</sup>
Stock Option (right to buy)	\$40.27	06/04/2020		M		150	(4)	02/05/2030	Common Stock	150	\$0.00	2,250	I	See footnote <sup>(1)</sup>
Stock Option (right to buy)	\$1.39						(3)	02/01/2029	Common Stock	96,275		96,275	D	
Stock Option (right to buy)	\$40.27						(4)	02/05/2030	Common Stock	75,000		75,000	D	

**Explanation of Responses:**

- The securities are held directly by the reporting person's spouse.
- The shares were withheld as payment of the exercise price in connection with option exercise.
- 1/48 of the shares subject to the option vest each month beginning on March 1, 2019.
- 1/48 of the shares subject to the option vest each month beginning on March 5, 2020.

**Remarks:**

/s/ Misbah Tahir, by power of attorney 06/08/2020

\*\* Signature of Reporting Person Date

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

\* 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).

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

