IGEN INTERNATIONAL INC /DE

Form 5 May 10, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940									
	Check 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 3 Holdings Reported								
[X] Form 4 Transactions Repor	sted								
1. Name and Address of Repor									
Salsmans	Robert	R							
(Last)	(First)	(Middle)							
c/o IGEN International, Inc.	16020 Industrial Driv	ve							
	(Street)								
Gaithersburg	MD	20877							
(City)	(State)	(Zip)							
2. Issuer Name and Ticker or	r Trading Symbol								
IGEN									
3. IRS Identification Number	of Reporting Person	, if an Entity (Voluntary)							
4. Statement for Month/Year									
June 2001									
5. If Amendment, Date of Or	iginal (Month/Year)								
6. Relationship of Reporting (Check all applicable)	J Person to Issuer								

[X] Director

[_] 10% Owner

<pre>[_] Officer (give title below)</pre>	[_]	Other (speci	fy below)		
7. Individual or Joint/Group Filing (Check applicable line)				-	
<pre>[X] Form filed by one Reporting [_] Form filed by more than one</pre>		cson			
				-	
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
				=	
	Date	3. Transaction Code (Instr. 8)	4. Securities Acquired Disposed of (D) (Instr. 3, 4 and		
1. Title of Security (Instr. 3)			Amount	(A) or (D)	Price
None					

* If the form is filed by more than one Reporting Person, see Instruction $4\,\mbox{(b)}\,\mbox{(v)}\,.$

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

(Print or Type Responses)

(Over)

FORM 5 (continued)

2.

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

1. Title of	Conversion or Exercise 3. Price Transof action		Trans-	Number of Derivative Securities Acquired (A) or Disposed of (D)	Expiration Date		7. Title an of Under Securiti (Instr.	lying es 3 and 4) Amount
Derivative		Date (Month/		(Instr. 3, 4 and 5)				or Number
Security	Secur-	Day/	(Instr.		Exer-	tion		of
(Instr. 3)	ity	Year)	8)	(A) (D)	cisable	Date	Title	Shares
Option to Buy (1)	\$23.30	5/6/2001	A	10,000	6/6/02(1)	6/6/11(1)	Common Stock	10,000
			======					

Explanation of Responses:

(1) Options granted under the Issuer's 1994 Non-Employee Director's Stock Option Plan. Twenty percent of the options vest one year from date of grant and then an additional 5 percent vest each quarter thereafter.

/s/ Robert R. Salsmans April 29, 2002

**Signature of Reporting Person Date

 $\ensuremath{^{\star\star}}$ 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 provided is insufficient, see Instruction 6 for procedure.

Page 2