

ANNUAL MEETING OF STOCKHOLDERS OF

IMMUNOMEDICS, INC.

December 2, 2009

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, Proxy Statement, Proxy Card are available at www.immunomedics.com/2investors/2009proxymaterials.html.

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

Please detach along perforated line and mail in the envelope provided.

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

PLEASE CAST YOUR VOTE AS SOON AS POSSIBLE!

1. Proposal to elect the nominees listed below as the Directors of the Company.

David M. Goldenberg

FOR AGAINST ABSTAIN [] [] []

Cynthia L. Sullivan

[] [] []

Morton Coleman

[] [] []

Brian A. Markison

[] [] []

Mary E. Paetzold

[] [] []

Don C. Stark

[] [] []

Edward T. Wolynic

[] [] []

2. Proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2010.

[] [] []

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournment or postponement of the meeting.

This Proxy when executed will be voted in the manner directed herein. If no direction is made, this Proxy will be voted FOR the election of all Directors (Proposal 1) and FOR Proposal 2.

I/we plan to attend the 2009 Annual Meeting []

If you wish to vote in accordance with the Board of Directors' recommendations, just sign below. You need not mark any boxes.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

[]

Signature of Stockholder

Date:

Signature of Stockholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

□ ■

IMMUNOMEDICS, INC.

**300 AMERICAN ROAD
MORRIS PLAINS, NEW JERSEY 07950
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS
DECEMBER 2, 2009**

IMMUNOMEDICS, INC. BOARD OF DIRECTORS SOLICITS THIS PROXY

The undersigned, revoking any previous proxies relating to these shares, hereby acknowledges receipt of the Notice and Proxy Statement dated October 20, 2009, in connection with the 2009 Annual Meeting of Stockholders to be held at 10:00 a.m., local time, on Wednesday, December 2, 2009, at the offices of Immunomedics, Inc., 300 American Road, Morris Plains, New Jersey 07950, and hereby appoints Cynthia L. Sullivan and Gerard G. Gorman, and each of them (with full power to act alone), the proxies of the undersigned, with power of substitution to each, to vote all shares of the Common Stock of Immunomedics, Inc. registered in the name provided in this Proxy which the undersigned is entitled to vote at the 2009 Annual Meeting of Stockholders, and at any adjournment or postponement of the meeting, with all the powers the undersigned would have if personally present at the meeting. Without limiting the general authorization given by this Proxy, the proxies are, and each of them is, instructed to vote or act as follows on the proposals set forth in the Proxy.

This Proxy when executed will be voted in the manner directed herein. If no direction is made, this Proxy will be voted FOR the election of each Director (Proposal 1) and FOR Proposal 2.

(Continued and to be signed on the reverse side)

**ANNUAL MEETING OF STOCKHOLDERS OF
IMMUNOMEDICS, INC.**

December 2, 2009

PROXY VOTING INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions. Have your proxy card available when you access the web page, and use the Company Number and Account Number shown on your proxy card.

TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call and use the Company Number and Account Number shown on your proxy card.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

COMPANY NUMBER	
ACCOUNT NUMBER	

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↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

PLEASE CAST YOUR VOTE AS SOON AS POSSIBLE!

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 1. Proposal to elect the nominees listed below as the Directors of the Company. | FOR | AGAINST | ABSTAIN |
| David M. Goldenberg | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Cynthia L. Sullivan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Morton Coleman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Brian A. Markison | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Mary E. Paetzold | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Don C. Stark | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Edward T. Wolynic | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2010. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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Signature of Stockholder _____ Date: _____ Signature of Stockholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.