

INFINITE GROUP INC
Form 4
October 01, 2008

FORM 4

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

OMB APPROVAL

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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 *
HOGAN WILLIAM S

(Last) (First) (Middle)

**C/O INFINITE GROUP, INC., 60
OFFICE PARK WAY**

(Street)

PITTSFORD, NY 14534

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INFINITE GROUP INC [IMCI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2008

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)
VP of Operations

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	09/29/2008			P	35,000 \$ 0.21	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)	8. Amount or Number of Shares
Options to purchase common stock	\$ 0.12					<u>(1)</u> 07/05/2014	Common Stock	20,000
Options to purchase common stock	\$ 0.2					<u>(1)</u> 06/16/2015	Common Stock	15,000
Options to purchase common stock	\$ 0.33					<u>(1)</u> 11/13/2015	Common Stock	2,000
Options to purchase common stock	\$ 0.25					<u>(1)</u> 12/31/2015	Common Stock	65,000
Options to purchase common stock	\$ 0.5					<u>(3)</u> 03/08/2017	Common Stock	25,000
Options to purchase common stock	\$ 0.51					<u>(4)</u> 08/23/2017	Common Stock	173,000
Options to purchase common stock	\$ 0.67					07/28/2008 ⁽²⁾ 07/27/2018	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOGAN WILLIAM S C/O INFINITE GROUP, INC. 60 OFFICE PARK WAY PITTSFORD, NY 14534			VP of Operations	

Signatures

William S. Hogan	09/30/2008
**Signature of Reporting Person	Date

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) Immediately.
 - (2) The options are exercisable to purchase one-third of the shares immediately on 7/28/08, the date of grant, and to purchase an additional one-third of the shares on each of the 1st and 2nd anniversaries of the date of grant.
 - (3) The options are currently exercisable to acquire 2/3 of the underlying shares and to acquire the remaining 1/3 beginning on 3/9/2009.
 - (4) The options are currently exercisable to acquire 2/3 of the underlying shares and to acquire the remaining 1/3 beginning on 8/24/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.