

HOGAN WILLIAM S
Form 4
August 16, 2011

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)
08/12/2011

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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 43,750 | 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 Number of Shares |
| Option | \$ 0.12 | | | | | (1) | 07/05/2014 | Common Stock | 20,000 |
| Option | \$ 0.2 | | | | | (1) | 06/16/2015 | Common Stock | 15,000 |
| Option | \$ 0.33 | | | | | (1) | 11/13/2015 | Common Stock | 2,000 |
| Option | \$ 0.25 | | | | | (1) | 12/31/2015 | Common Stock | 65,000 |
| Option | \$ 0.5 | | | | | (1) | 03/08/2017 | Common Stock | 25,000 |
| Option | \$ 0.51 | | | | | (1) | 08/23/2017 | Common Stock | 173,000 |
| Option | \$ 0.67 | | | | | (1) | 07/27/2018 | Common Stock | 50,000 |
| Option | \$ 0.16 | | | | | (2) | 02/04/2019 | Common Stock | 75,000 |
| Option | \$ 0.145 | | | | | (3) | 06/17/2020 | Common Stock | 300,000 |
| Option | \$ 0.925 | 08/12/2011 | | A | 275,000 | 08/12/2011 ⁽⁴⁾ | 08/11/2021 | Common Stock | 275,000 |

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

/s/ William S.

Hogan

08/16/2011

**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 beginning on 2/5/10, the 1st anniversary date, and to purchase an additional one-third of the shares on each of the 2nd and 3rd anniversaries of the date of grant.
 - (3) The options are exercisable to purchase one-third of the shares beginning on 6/18/11, the 1st anniversary date, and to purchase an additional one-third of the shares on each of the 2nd and 3rd anniversaries of the date of grant.
 - (4) The options are exercisable to purchase one-third of the shares beginning on the 8/12/11 grant date and to purchase an additional one-third of the shares on each of the 1st and 2nd anniversaries of 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. 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.