INFINITE GROUP INC

Form 4

October 01, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NORTHWEST HAMPTON **HOLDINGS LLC**

> (First) (Last)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

INFINITE GROUP INC [IMCI]

(Month/Day/Year)

3. Date of Earliest Transaction

09/29/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director Officer (give title below)

X 10% Owner Other (specify

C/O STUART L. LEVISON, ESQ., ALLEN & O'BRIEN, ONE **EAST AVENUE**

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ROCHESTER, NY 14604

(City)

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		3.				5. Amount of	6.	7. Nature of
(Month/Day/Year)	,	* * * * * * * * * * * * * * * * * * * *					Indirect	
	2		(Instr. 3, 4	and 5)		,		Beneficial
	(Month/Day/Year)	(Instr. 8)					` '	Ownership
						Following	Indirect (I)	(Instr. 4)
				(4)		Reported	(Instr. 4)	
						Transaction(s)		
						(Instr. 3 and 4)		
		Code V	Amount	(D)	Price	, , , , , , , , , , , , , , , , , , , ,		
00/20/2000		a	125 000		\$	125 000	ъ	
09/29/2008		C	135,000	Α		135,000	D	
					0.03			
09/29/2008		S	135,000	D	\$ 0.21	0	D	
	(Month/Day/Year) 09/29/2008	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 09/29/2008	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code V 09/29/2008 C	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 3, 4) Code V Amount Code V 135,000	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Deemed 3. 4. Securities Acq Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) 09/29/2008 C 135,000 A	2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Execution Date, if any (Month/Day/Year) (Instr. 8) Eneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) Code V 135,000 A \$ 135,000	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Beneficially (Owned (D) or Following Reported Transaction(s) (Instr. 4) Transaction(s) (Instr. 3 and 4) (Instr. 3 and 4) (Owned (Instr. 4) Transaction(s) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Nu	ımber	6. Date Exercis	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		Underlying Securities			
Security	or Exercise		any	Code		Secu	rities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Acqu	iired				
	Derivative					(A) c	or				
	Security					Disp	osed of				
						(D)					
						(Inst	r. 3, 4,				
						and 5	5)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Note (1)	\$ 0.05	09/29/2008		C			\$ 6,750	04/30/2006	01/01/2016	Common Stock	8,691, (2)

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
NORTHWEST HAMPTON HOLDINGS LLC C/O STUART L. LEVISON, ESQ. ALLEN & O'BRIEN, ONE EAST AVENUE ROCHESTER, NY 14604		X				
VILLA JAMES C/O STUART L. LEVISON, ESQ. ALLEN & O'BRIEN, ONE EAST AVENUE ROCHESTER NY 14604	X	X				

Signatures

James Villa, as sole member of Northwest Hampton Holdings, LLC	09/30/2008
**Signature of Reporting Person	Date
James Villa, Individually	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) Consists of convertible notes issued at various times in 2003 and 2004.
- (2) Includes the number of shares issuable upon conversion of principal and accrued interest as of September 29, 2008.
- (3) These securities are owned indirectly by James Villa as the sole member of Northwest Hampton Holdings, LLC.

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.

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