INFINITE GROUP INC
Form 5
January 02, 2008

FORM 5

OMB APPROVAL

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Check this 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 4 Transactions Reported

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

ANNUAL 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

1. Name and Address of Reporting Person *
DELMORE PAUL J

(Last) (First) (Middle)

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

(Street)

PITTSFORD,Â NYÂ 14534

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	7,000	D	Â
Common Stock	07/06/2007	Â	S4	1,500	D	$ 0.57	4,825,500	I	By Upstate Holding Group, LLC
Common Stock	09/21/2007	Â	S4	5,760	D	$ 0.49	4,819,740	I	By UpState

										Holding Group, LLC.
Common Stock	10/24/2007	Â	S4	92,740	D	$ 0.46	4,727,000	I		By UpState Holding Group, LLC.
Common Stock	11/15/2007	Â	S4	100,000	D	$ 0.57	4,627,000	I		By Upstate Holding Group, LLC.

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

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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 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 Underlying (Instr. 3 and
					(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option	$ 0.1	Â	Â	Â	Â	Â	04/30/2003	04/30/2013	Common Stock
Non-qualified Stock Options	$ 0.1	Â	Â	Â	Â	Â	03/09/2005	03/09/2015	Common Stock
Non-qualified Stock Option	$ 0.51	08/24/2007	Â	A4	25,000	Â	08/24/2007 (2)	08/24/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELMORE PAUL J C/O INFINITE GROUP, INC. 60 OFFICE PARK WAY PITTSFORD, Â NYÂ 14534	Â X	Â X	Â	Â

Signatures

Paul J. Delmore	01/02/2008
**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) Not applicable.

(2) The options are exercisable to purchase one-third of the shares immediately on 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 on 8/24/07.

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