

HOGAN WILLIAM S

Form 4

July 29, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)

07/28/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP of Operations

6. Individual or Joint/Group Filing(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)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number 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>(4)</u>	03/08/2017	Common Stock	25,000
Options to purchase common stock	\$ 0.51								<u>(5)</u>	08/23/2017	Common Stock	173,000
Options to purchase common stock	\$ 0.67	07/28/2008			A		50,000		07/28/2008 ⁽²⁾	07/27/2018	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
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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 07/29/2008

__Signature of Date
Reporting Person

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) Not applicable.
- (4) 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.
- (5) The options are currently exercisable to acquire 1/3 of the underlying shares and to acquire an additional 1/3 on each of the first and second anniversaries of the 8/24/2007 grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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