

HOGAN WILLIAM S
Form 5
January 22, 2009

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
HOGAN WILLIAM S

(Last) (First) (Middle)

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

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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 Reporting

(check applicable line)

PITTSFORD, NY 14534

(City) (State) (Zip)

____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 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	11/17/2008	Â	L	8,750 A \$ 0.1	43,750	D	Â

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

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SEC 2270
(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.
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to purchase common stock	\$ 0.12	Â	Â	Â	Â Â	Â <u>(1)</u>	07/05/2014	Common Stock	20,000	
Option to purchase common stock	\$ 0.2	Â	Â	Â	Â Â	Â <u>(1)</u>	06/16/2015	Common Stock	15,000	
Option to purchase common stock	\$ 0.33	Â	Â	Â	Â Â	Â <u>(1)</u>	11/13/2015	Common Stock	2,000	
Options to purchase common stock	\$ 0.25	Â	Â	Â	Â Â	Â <u>(1)</u>	12/31/2015	Common Stock	65,000	
Options to purchase common stock	\$ 0.5	Â	Â	Â	Â Â	Â <u>(2)</u>	03/08/2017	Common Stock	25,000	
Options to purchase common stock	\$ 0.51	Â	Â	Â	Â Â	Â <u>(3)</u>	08/23/2017	Common Stock	173,000	
Options to purchase common stock	\$ 0.67	Â	Â	Â	Â Â	Â <u>(4)</u>	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. 01/22/2009
Hogan

__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 currently exercisable to acquire 2/3 of the underlying shares and to acquire the remaining 1/3 beginning on 3/9/2009.
- (3) 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.
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.