

SMITH MICHAEL S
Form 4
February 09, 2009

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 *
SMITH MICHAEL 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)

02/05/2009

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)

PRESIDENT and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					460,000	I	By Wife
Common Stock					10,000	I	By Son

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-qualified Stock Options	\$ 1.375							12/31/1999	12/31/2009	Common Stock	1
Non-qualified Stock Options	\$ 1.5							12/31/2000	12/31/2010	Common Stock	5
Non-qualified Stock Options	\$ 2.53							12/31/2001	12/31/2011	Common Stock	5
Non-qualified Stock Options	\$ 0.14							12/31/2002	12/31/2012	Common Stock	5
Qualified Stock Options	\$ 0.05							05/05/2003	05/05/2013	Common Stock	50
Qualified Stock Options	\$ 0.25							03/09/2005	03/09/2015	Common Stock	50
Qualified Stock Options	\$ 0.16	02/05/2009		A		125,000		(1)	02/04/2019	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH MICHAEL S C/O INFINITE GROUP, INC. 60 OFFICE PARK WAY PITTSFORD, NY 14534	X		PRESIDENT and CEO	

Signatures

Michael S. Smith 02/09/2009

**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).

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- (1) 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 (2/5/09).
- (2) Not applicable.

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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