

INFINITE GROUP INC
Form 5
January 02, 2008

FORM 5

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

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

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)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

(Street)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

PITTSFORD, NY 14534

(City) (State) (Zip)

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)
				(A) or (D)	Amount or Price		
Common Stock	Â	Â	Â	Â	Â	7,000	D
Common Stock	07/06/2007	Â	S4	1,500	D \$ 0.57	4,825,500	I
Common Stock	09/21/2007	Â	S4	5,760	D \$ 0.49	4,819,740	I

By Upstate Holding Group, LLC
By UpState

Common Stock	10/24/2007	Â	S4	92,740	D	\$ 0.46	4,727,000	I		Holding Group, LLC. 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 4)
					(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, NY 14534	Â X	Â X	Â	Â

Signatures

Paul J. Delmore	01/02/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.

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.