

INFINITE GROUP INC

Form 4

October 19, 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 Number: 3235-0287

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH MICHAEL S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2009

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

PRESIDENT and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

PITTSFORD, NY 14534

 X Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D) Price			
Common Stock	10/16/2009		S ⁽¹⁾		5,000	D \$ 0.52	300,000	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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(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Nonqualified	\$ 1.375							12/31/1999	12/31/2009	Common Stock	10,000
Nonqualified	\$ 1.5							12/31/2000	12/31/2010	Common Stock	5,000
Nonqualified	\$ 2.53							12/31/2001	12/31/2011	Common Stock	5,000
Nonqualified	\$ 0.14							12/31/2002	12/31/2012	Common Stock	5,000
Qualified	\$ 0.05							05/05/2003	05/05/2013	Common Stock	500,000
Qualified	\$ 0.25							03/09/2005	03/09/2015	Common Stock	500,000
Qualified	\$ 0.16							02/05/2010 ⁽²⁾	02/04/2019	Common Stock	125,000

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 10/19/2009

**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).
- (1) Effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person's wife in January 2009.
- (2) 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).

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