

INFINITE GROUP INC  
Form 4  
October 01, 2008

**FORM 4**

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NORTHWEST HAMPTON HOLDINGS LLC

(Last) (First) (Middle)

C/O STUART L. LEVISON, ESQ., ALLEN & O'BRIEN, ONE EAST AVENUE

(Street)

ROCHESTER, NY 14604

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/29/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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)			
				(A) or (D)	Price					
Common Stock	09/29/2008		C	V	135,000	A	\$ 0.05	135,000	D	
Common Stock	09/29/2008		S		135,000	D	\$ 0.21	0	D	

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Note <sup>(1)</sup>	\$ 0.05	09/29/2008		C	\$ 6,750	04/30/2006	01/01/2016	Common Stock	8,691, <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTHWEST HAMPTON HOLDINGS LLC C/O STUART L. LEVISON, ESQ. ALLEN & O'BRIEN, ONE EAST AVENUE ROCHESTER, NY 14604			X	
VILLA JAMES C/O STUART L. LEVISON, ESQ. ALLEN & O'BRIEN, ONE EAST AVENUE ROCHESTER, NY 14604	X		X	

## Signatures

James Villa, as sole member of Northwest Hampton Holdings, LLC

\_\_Signature of Reporting Person

09/30/2008

Date

James Villa, Individually

\_\_Signature of Reporting Person

09/30/2008

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) Consists of convertible notes issued at various times in 2003 and 2004.

(2) Includes the number of shares issuable upon conversion of principal and accrued interest as of September 29, 2008.

(3) These securities are owned indirectly by James Villa as the sole member of Northwest Hampton Holdings, LLC.

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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