**VILLA JAMES** Form 4

February 17, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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may continue.

See Instruction

Check this box

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(b).

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

(Last)

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

INFINITE GROUP INC [IMCI]

3. Date of Earliest Transaction (Month/Day/Year) 02/13/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director Officer (give title below)

X 10% Owner \_ Other (specify

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

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting Person

#### ROCHESTER, NY 14604

(City)

|            |                     | 140                |                     |               |        | es rrequ | area, Bisposea o | , 01 201101101 | .,           |
|------------|---------------------|--------------------|---------------------|---------------|--------|----------|------------------|----------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed         | 3.                  | 4. Securitie  | s Acq  | uired    | 5. Amount of     | 6.             | 7. Nature of |
| Security   | (Month/Day/Year)    | Execution Date, if | Transactio          | on(A) or Disp | osed o | of (D)   | Securities       | Ownership      | Indirect     |
| (Instr. 3) |                     | any                | Code                | (Instr. 3, 4  | and 5) |          | Beneficially     | Form: Direct   | Beneficial   |
|            |                     | (Month/Day/Year)   | (Instr. 8)          |               |        |          | Owned            | (D) or         | Ownership    |
|            |                     |                    |                     |               |        |          | Following        | Indirect (I)   | (Instr. 4)   |
|            |                     |                    |                     |               | ( )    |          | Reported         | (Instr. 4)     |              |
|            |                     |                    |                     |               | (A)    |          | Transaction(s)   |                |              |
|            |                     |                    | $\alpha$ 1 $\alpha$ |               | or     | ъ.       | (Instr. 3 and 4) |                |              |
| ~          |                     |                    | Code V              | Amount        | (D)    | Price    |                  |                |              |
| Common     | 02/13/2009          |                    | С                   | 500,000       | Α      | \$       | 500,000          | D              |              |
| Stock      | 02/13/2007          |                    | C                   | 300,000       | 11     | 0.05     | 300,000          | D              |              |
|            |                     |                    |                     |               |        |          |                  |                |              |
| Common     | 02/13/2009          |                    | S                   | 500,000       | D      | \$ 0.2   | 0                | D              |              |
| Stock      | 02/13/2007          |                    | 5                   | 500,000       | ט      | Ψ 0.2    | 0                | D              |              |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | onDerivative Expirat Securities (Month Acquired (A) or Disposed of |              | Expiration Dat      | Oate Exercisable and biration Date onth/Day/Year) |                 | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) |  |
|---|---|--------------------------------------|---|---|--|--------------|---------------------|---|-----------------|---|--|
|   | Security                                      |                                      |   | Code V                                  | (D)<br>(Inst<br>and :  | (D)          | Date<br>Exercisable | Expiration<br>Date                                | Title           | Amour<br>Number<br>Shares                                 |  |
| Convertible Note (1)                                | \$ 0.05                                       | 02/13/2009                           |   | C                                       |  | \$<br>25,000 | 04/30/2006          | 01/01/2016  | Common<br>Stock | 8,348<br><u>(2</u>  |  |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
| 1  | Director      | 10% Owner | Officer | Other |  |  |
| NORTHWEST HAMPTON HOLDINGS LLC<br>C/O STUART L. LEVISON, ESQ.<br>ALLEN & O'BRIEN, ONE EAST AVENUE<br>ROCHESTER, NY 14604 |               | X         |         |       |  |  |
| VILLA JAMES<br>C/O STUART L. LEVISON, ESQ.<br>ALLEN & O'BRIEN, ONE EAST AVENUE<br>ROCHESTER, NY 14604                    | X             | X         |         |       |  |  |

# **Signatures**

| James Villa, as sole member of Northwest Hampton Holdings, LLC | 02/17/2009 |
|--|------------|
| **Signature of Reporting Person                                | Date       |
| James Villa, Individually                                      | 02/17/2009 |
| **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) 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 February 13, 2009.
- (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. 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.

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