

SMITH MICHAEL S  
Form 4  
July 01, 2009

**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 \*  
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)  
06/29/2009

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 06/29/2009                           |  | S <sup>(2)</sup>               |   | 5,000   | D  | \$ 0.26                           |
| Common Stock                    | 06/30/2009                           |  | S <sup>(2)</sup>               |   | 15,000  | D  | \$ 0.26                           |
| Common Stock                    |                                      |  |                                |   | 10,000  | I  |                                   |

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

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(9-02)

number.

**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 of Number of Shares |
| Non-qualified Stock Options                | \$ 1.375   |                                      |  |                                |   | 12/31/1999   | 12/31/2009  | Common Stock | 10,000                     |
| Non-qualified Stock Options                | \$ 1.5   |                                      |  |                                |   | 12/31/2000   | 12/31/2010  | Common Stock | 5,000                      |
| Non-qualified Stock Options                | \$ 2.53  |                                      |  |                                |   | 12/31/2001   | 12/31/2011  | Common Stock | 5,000                      |
| Non-qualified Stock Options                | \$ 0.14  |                                      |  |                                |   | 12/31/2002   | 12/31/2012  | Common Stock | 5,000                      |
| Qualified Stock Options                    | \$ 0.05  |                                      |  |                                |   | 05/05/2003   | 05/05/2013  | Common Stock | 500,000                    |
| Qualified Stock Options                    | \$ 0.25  |                                      |  |                                |   | 03/09/2005   | 03/09/2015  | Common Stock | 500,000                    |
| Qualified Stock Options                    | \$ 0.16  |                                      |  |                                |   | <u>(1)</u>   | 02/04/2019  | Common Stock | 125,000                    |

## Reporting Owners

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

## Signatures

Michael S. Smith  
07/01/2009  
Date

\*\*Signature of Reporting Person

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

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.