

DELMORE PAUL J

Form 4

May 09, 2008

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 *
DELMORE PAUL J

(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)
02/28/2006

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)

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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (Instr. 3, 4 and 5) (A) or (D)	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)
Common Stock	05/08/2008		S	780,000	D	\$ 0.05	3,840,000 ⁽¹⁾ I
Common Stock						7,000	D

By
Upstate
Holding
Group,
LLC ⁽²⁾

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option	\$ 0.1							04/30/2003	04/29/2013	Common Stock	7
Non-qualified Stock Option	\$ 0.1							03/09/2005	03/08/2015	Common Stock	50
Non-qualified Stock Option	\$ 0.51							08/24/2007 ⁽³⁾	08/23/2017	Common Stock	23
Non-qualified Stock Option	\$ 0.33	02/28/2006		A		5,000		02/28/2008	02/27/2016	Common Stock	5

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	X	X		
UPSTATE HOLDING GROUP, LLC C/O INFINITE GROUP, INC. 60 OFFICE PARK WAY PITTSFORD, NY 14534		X		

Signatures

Paul J. Delmore, Individually 05/09/2008

__Signature of Reporting Person

Date

Paul J. Delmore, Managing Member of Upstate Holding Group,
LLC

05/09/2008

__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) This amount has been reduced by 7,000 shares to correct an overstatement of that amount on the reporting person's Form 5 filed on 1/2/08.
- (2) These securities are owned indirectly by Paul Delmore as the sole member of Upstate Holding Group, LLC.
- (3) The options are exercisable to purchase one-third of the shares immediately on 8/24/07, 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.
- (4) Not applicable.

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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