

HOGAN WILLIAM S
Form 5
January 22, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HOGAN WILLIAM 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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)
VP of Operations

6. Individual or Joint/Group Reporting (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	11/17/2008		L	8,750 A \$ 0.1	43,750	D	

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	\$ 0.12	Â	Â	Â	Â	Â	Â (1)	07/05/2014	Common Stock	20,000
Option to purchase common stock	\$ 0.2	Â	Â	Â	Â	Â	Â (1)	06/16/2015	Common Stock	15,000
Option to purchase common stock	\$ 0.33	Â	Â	Â	Â	Â	Â (1)	11/13/2015	Common Stock	2,000
Options to purchase common stock	\$ 0.25	Â	Â	Â	Â	Â	Â (1)	12/31/2015	Common Stock	65,000
Options to purchase common stock	\$ 0.5	Â	Â	Â	Â	Â	Â (2)	03/08/2017	Common Stock	25,000
Options to purchase common stock	\$ 0.51	Â	Â	Â	Â	Â	Â (3)	08/23/2017	Common Stock	173,000
Options to purchase common stock	\$ 0.67	Â	Â	Â	Â	Â	Â (4)	07/27/2018	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOGAN WILLIAM S C/O INFINITE GROUP, INC. 60 OFFICE PARK WAY PITTSFORD, NY 14534	^	^	^ VP of Operations	^

Signatures

William S.
Hogan

01/22/2009

__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) Immediately.
 - (2) The options are currently exercisable to acquire 2/3 of the underlying shares and to acquire the remaining 1/3 beginning on 3/9/2009.
 - (3) The options are currently exercisable to acquire 2/3 of the underlying shares and to acquire the remaining 1/3 beginning on 8/24/2009.
 - (4) The options are exercisable to purchase one-third of the shares immediately on 7/28/08, 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.

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