VILLA JAMES Form 4

November 12, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

NORTHWEST HAMPTON **HOLDINGS LLC**

> (First) (Last)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

INFINITE GROUP INC [IMCI]

3. Date of Earliest Transaction

(Month/Day/Year) 11/09/2009

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner Other (specify

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

(Street)

EAST AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

ROCHESTER, NY 14604

(State) (Zip) (City) 1. Title of

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

or

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

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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)

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

Title and Amoun Underlying Securit

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		•		(Instr. 3 and 4)	
				Code	Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Convertible Note (1)	\$ 0.05	11/09/2009		S			\$	04/30/2006	01/01/2016	Common Stock	5,58

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				

Signatures

/s/ James Villa, as LLC	11/10/2009	
	**Signature of Reporting Person	Date
/s/ James Villa		11/10/2009
	**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 November 9, 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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