

INFINITE GROUP INC
Form 5
February 13, 2015

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362
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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).
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 *
NORTHWEST HAMPTON HOLDINGS LLC
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
INFINITE GROUP INC [IMCI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

STUART LEVISON, ESQ., ALLEN & O'BRIEN, ONE EAST AVE.
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President

ROCHESTER, NY 14604
(City) (State) (Zip)

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

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) (A) or (D) Price	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)
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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Convertible Note ⁽¹⁾	\$ 0.05	^	^	^	^	^	^	^	04/30/2006	01/01/2016	Common Stock	5,049
Option ⁽⁴⁾	\$ 0.05	^	^	^	^	^	^	^	01/21/2014 ⁽⁵⁾	01/20/2024	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTHWEST HAMPTON HOLDINGS LLC STUART LEVISON, ESQ. ALLEN & O'BRIEN, ONE EAST AVE. ROCHESTER, NY 14604	^ X	^ X	^ President	^

Signatures

/s/ James Villa as sole member of Northwest Hampton Holdings, LLC 02/12/2015

__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 the outstanding balance of a convertible note issued in 2003.
- (2) Includes the number of shares issuable upon conversion of principal and accrued interest as of December 31, 2014.
- (3) These securities are owned indirectly by James Villa as the sole member of Northwest Hampton Holdings, LLC.
- (4) These common stock options are owned by James Villa.
- (5) The options are exercisable to purchase one-third of the shares beginning on the 1/21/2014 grant date and to purchase an additional one-third of the shares on each of the first and second 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.