

WITZEL JAMES  
Form 4  
June 21, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
WITZEL JAMES

(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)  
06/18/2010

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)

Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A)<br>or<br>(D)  | 30,000  | I  | By wife                           |
| Common Stock                    |                                      |  |                                | (A)<br>or<br>(D)  | 45,000  | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

Edgar Filing: WITZEL JAMES - Form 4

**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 Number of Shares |
| Convertible Note                           | \$ 0.05  |                                      |  |                                |   | (1)  | 01/01/2016  | Common Stock | 210,700 (2)             |
| Option                                     | \$ 0.11  |                                      |  |                                |   | (1)  | 10/17/2014  | Common Stock | 100,000                 |
| Option                                     | \$ 0.33  |                                      |  |                                |   | (1)  | 11/13/2014  | Common Stock | 2,000                   |
| Option                                     | \$ 0.37  |                                      |  |                                |   | (1)  | 04/10/2016  | Common Stock | 50,000                  |
| Option                                     | \$ 0.67  |                                      |  |                                |   | (3)  | 07/27/2018  | Common Stock | 50,000                  |
| Option                                     | \$ 0.16  |                                      |  |                                |   | (4)  | 02/04/2019  | Common Stock | 25,000                  |
| Option                                     | \$ 0.145   | 06/18/2010                           |  | A                              | 300,000   | (5)  | 06/17/2020  | Common Stock | 300,000                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| WITZEL JAMES<br>C/O INFINITE GROUP, INC.<br>60 OFFICE PARK WAY<br>PITTSFORD, NY 14534 |               |           | Chief Financial Officer |       |

## Signatures

/s/ James Witzel                      06/21/2010  
 \*\*Signature of                      Date  
 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) Immediately.

## Edgar Filing: WITZEL JAMES - Form 4

- (2) Includes the number of shares issuable upon conversion of principal and accrued interest as of 6/18/10.
- (3) 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.
- (4) 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.
- (5) The options are exercisable to purchase one-third of the shares beginning on 6/18/11, 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.

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.