

INFINITE GROUP INC  
Form 4  
January 22, 2014

**FORM 4**

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

OMB APPROVAL

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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).

**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)  
01/21/2014

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) or (D) Price  | 30,000  | I  | By wife                           |
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 45,000  | D  |                                   |

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

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SEC 1474  
(9-02)

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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) | 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 Security (Instr. 3 and 4) |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount |
| Convertible Note                           | \$ 0.05  |                                      |  |                                |   | (1)  | 01/01/2016  | Common Stock | 2      |
| Option                                     | \$ 0.11  |                                      |  |                                |   | (1)  | 10/17/2014  | Common Stock | 10     |
| Option                                     | \$ 0.33  |                                      |  |                                |   | (1)  | 11/13/2014  | Common Stock | 3      |
| Option                                     | \$ 0.37  |                                      |  |                                |   | (1)  | 04/10/2016  | Common Stock | 5      |
| Option                                     | \$ 0.67  |                                      |  |                                |   | (1)  | 07/27/2018  | Common Stock | 5      |
| Option                                     | \$ 0.16  |                                      |  |                                |   | (1)  | 02/04/2019  | Common Stock | 2      |
| Option                                     | \$ 0.145   |                                      |  |                                |   | (1)  | 06/17/2020  | Common Stock | 30     |
| Option                                     | \$ 0.925   |                                      |  |                                |   | (1)  | 08/11/2021  | Common Stock | 4      |
| Option                                     | \$ 0.115   | 01/21/2014                           |  | A                              | 210,000   | 01/21/2014 <sup>(3)</sup>                                | 01/20/2024  | Common Stock | 2      |

## 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 01/22/2014

\*\*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) Includes the number of shares issuable upon conversion of principal and accrued interest as of 1/21/14.
  - (3) The options are exercisable to purchase one-third of the shares beginning on the 1/21/14 grant date 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 is insufficient, *see* Instruction 6 for procedure.

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