

IGI INC  
Form 4  
January 03, 2008

**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 \*  
Mathur Rajiv

(Last) (First) (Middle)  
35 MILESTONE DRIVE  
(Street)  
RINGOES, NJ 08551

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
IGI INC [IG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2007

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)  
President and CEO

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	12/31/2007 <sup>(1)</sup>		A		568 A 0.88 <u>(1)</u>		10,791 <sup>(2)</sup> D
Common Stock	12/31/2007 <sup>(3)</sup>		A		441 A \$ 1.7 <u>(3)</u>		10,791 <sup>(2)</sup> D
Common Stock	12/31/2007 <sup>(4)</sup>		A		1,154 A \$ 1.3 <u>(4)</u>		10,791 <sup>(2)</sup> D
Common Stock	12/31/2007 <sup>(5)</sup>		A		1,042 A 0.96 <u>(5)</u>		10,791 <sup>(2)</sup> D
	12/31/2007 <sup>(6)</sup>		A		2,586 A		10,791 <sup>(2)</sup> D

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Common Stock \$ 1.16 (6)

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)	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathur Rajiv 35 MILESTONE DRIVE RINGOES, NJ 08551	X		President and CEO	

Signatures

/s/ Rajiv Mathur 01/03/2008  
 \*\*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).
- On 12/31/2007 shares were issued pursuant to the 1998 Directors Stock Plan for attendance at Board and/or Committee Meetings for the
- (1) quarter ended 12/31/2005 based on the closing price of the common stock on the American Stock Exchange on 12/31/2005, or if not a trading date, the last trading date preceding 12/31/2005.
  - (2) Reflects amount of securities beneficially owned following all transactions reported on this form.

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(3) On 12/31/2007 shares were issued pursuant to the 1998 Directors Stock Plan for attendance at Board and/or Committee Meetings for the quarter ended 3/31/2006 based on the closing price of the common stock on the American Stock Exchange on 3/31/2006, or if not a trading date, the last trading date preceding 3/31/2006.

(4) On 12/31/2007 shares were issued pursuant to the 1998 Directors Stock Plan for attendance at Board and/or Committee Meetings for the quarter ended 6/30/2006 based on the closing price of the common stock on the American Stock Exchange on 6/30/2006, or if not a trading date, the last trading date preceding 6/30/2006.

(5) On 12/31/2007 shares were issued pursuant to the 1998 Directors Stock Plan for attendance at Board and/or Committee Meetings for the quarter ended 9/30/2006 based on the closing price of the common stock on the American Stock Exchange on 9/30/2006, or if not a trading date, the last trading date preceding 9/30/2006.

(6) On 12/31/2007 shares were issued pursuant to the 1998 Directors Stock Plan for attendance at Board and/or Committee Meetings for the quarter ended 12/31/2006 based on the closing price of the common stock on the American Stock Exchange on 12/31/2006, or if not a trading date, the last trading date preceding 12/31/2006.

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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