

SMITH MICHAEL S
Form 4
February 25, 2009

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 *
SMITH MICHAEL S

(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)
02/23/2009

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/23/2009		S(2)	10,000 D \$ 0.14 (3)	450,000	I	By Wife
Common Stock	02/25/2009		S(2)	10,000 D \$ 0.135	440,000	I	By Wife
Common Stock					10,000	I	By Son

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

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number.

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 or Number of Shares
Non-qualified Stock Options	\$ 1.375					12/31/1999	12/31/2009	Common Stock	10,000
Non-qualified Stock Options	\$ 1.5					12/31/2000	12/31/2010	Common Stock	5,000
Non-qualified Stock Options	\$ 2.53					12/31/2001	12/31/2011	Common Stock	5,000
Non-qualified Stock Options	\$ 0.14					12/31/2002	12/31/2012	Common Stock	5,000
Qualified Stock Options	\$ 0.05					05/05/2003	05/05/2013	Common Stock	500,000
Qualified Stock Options	\$ 0.25					03/09/2005	03/09/2015	Common Stock	500,000
Qualified Stock Options	\$ 0.16					<u>(1)</u>	02/04/2019	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH MICHAEL S C/O INFINITE GROUP, INC. 60 OFFICE PARK WAY PITTSFORD, NY 14534	X		PRESIDENT and CEO	

Signatures

Michael S. Smith
02/25/2009
Date

**Signature of 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) 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 (2/5/09).
- (2) Effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person's wife in January 2009.
- (3) Reflects the weighted average price of multiple same day open market sales within a one dollar price range of one another at prices ranging from \$0.13 to \$0.15 per share.

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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