

INFINITE GROUP INC
Form 5
January 11, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 *
ROBBINS ALLAN M

(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)

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

C/O INFINITE GROUP, INC., 60 OFFICE PARK WAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

6. Individual or Joint/Group Reporting

(check applicable line)

PITTSFORD, NY 14534

(City) (State) (Zip)

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 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)
Common Stock				(A) or (D) Price	1,000,000	D	

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)

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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 Underlying (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option	\$ 0.1	^	^	^	^ ^	04/30/2003	04/30/2013	Common Stock
Non-qualified Stock Option	\$ 0.1	^	^	^	^ ^	03/09/2005	03/09/2015	Common Stock
Convertible Notes ⁽¹⁾	\$ 0.05	^	^	^	^ ^	04/30/2006	01/01/2016	Common Stock
Non-qualified Stock Option	\$ 0.33	02/28/2006	^	A4	5,000 ^	02/28/2006 ⁽³⁾	01/31/2016	Common Stock
Non-qualified Stock Option	\$ 0.51	08/24/2007	^	A4	25,000 ^	08/24/2007 ⁽³⁾	08/23/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBBINS ALLAN M C/O INFINITE GROUP, INC. 60 OFFICE PARK WAY PITTSFORD, NY 14534	^ X	^ X	^	^

Signatures

Allan M. Robbins 01/04/2008

**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).
- (1) Consists of convertible notes issued at various times in 2003 and 2004.
- (2) Includes the number of shares issuable upon conversion of principal and accrued interest as of January 4, 2008.
- (3) The options are exercisable to purchase one-third of the underlying shares immediately on the date of grant (the transaction date) and to purchase an additional one-third of the underlying shares on each of the 1st and 2nd anniversary date of the date of grant.
- (4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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