INFINITE GROUP INC
Form 5
February 13, 2015

FORM 5

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

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

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
NORTHWEST HAMPTON HOLDINGS LLC

(Last) (First) (Middle)

STUART LEVISON, ESQ.,Â ALLEN & O'BRIEN, ONE EAST AVE.

(Street)

ROCHESTER,Â NYÂ 14604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INFINITE GROUP INC [IMCI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securiti

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Convertible Note (1)	$ 0.05	Â	Â	Â	Â	Â	04/30/2006	01/01/2016	Common Stock	5,04
Option (4)	$ 0.05	Â	Â	Â	Â	Â	01/21/2014(5)	01/20/2024	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTHWEST HAMPTON HOLDINGS LLC STUART LEVISON, ESQ. ALLEN & O'BRIEN, ONE EAST AVE. ROCHESTER,Â NYÂ 14604	Â X	Â X	Â President	Â

Signatures

/s/ James Villa as sole member of Northwest Hampton Holdings, LLC	02/12/2015
**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 the outstanding balance of a convertible note issued in 2003.

(2) Includes the number of shares issuable upon conversion of principal and accrued interest as of December 31, 2014.

(3) These securities are owned indirectly by James Villa as the sole member of Northwest Hampton Holdings, LLC.

(4) These common stock options are owned by James Villa.

(5) The options are exercisable to purchase one-third of the shares beginning on the 1/21/2014 grant date and to purchase an additional one-third of the shares on each of the first and second anniversaries of the date of grant.

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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