NUVIM INC
Form 4
June 28, 2005

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
YOUNG PAUL J
(Last) (First) (Middle)
12 NORTH STATE ROUTE 17, SUITE 210
(Street)
PARAMUS, NJ 07652
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NUVIM INC [NUVM]

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President of Operations

6. Individual or Joint/Group Filing(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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/24/2005		C		910	A	$ 55	63,198	D	
Common Stock	06/24/2005		J (1)		54,167	A	$ 3	117,365	D	
Common Stock	06/24/2005		J (1)		25,000	A	$ 1	142,365	D	

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 A Underlying Se (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	$ 55	06/24/2005		C			50,000 (2)	(3)	06/24/2005	Common Stock
Employee Stock Option (right to buy)	$ 1	06/24/2005		A		125,000		06/24/2005	06/24/2015	Common Stock
Employee Stock Option (right to buy)	$ 3	06/24/2005		A		102,500		(4)	06/24/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG PAUL J 12 NORTH STATE ROUTE 17, SUITE 210 PARAMUS, NJ 07652			Vice President of Operations	

Signatures

Debra K. Weiner, as attorney-in-fact for Paul J. Young	06/28/2005
**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)	Shares of Common Stock were issued in payment of accrued and unpaid salary owed to the reporting person.
(2)	Each 55 shares of Series A Convertible Preferred Stock were convertible into 1 share of Common Stock. Therefore, the preferred stock was convertible into 910 shares of Common Stock.

(3) The Series A Convertible Preferred Stock was convertible at any time after issuance.

(4) Options become exercisable in three substantially equal installments beginning one year from the date of grant (i.e., June 24, 2006, 2007 and 2008). The first two installments will result in 34,166 options becoming exercisable, with the third installment exercisable for 34,168 shares.

Remarks:
CONFIRMING STATEMENT

This statement confirms that the undersigned, Paul J. Young, has authorized and designated A. John Murphy and Debra K. We

Date: June 24, 2005

/s/ Paul J. Young

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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