

NUVIM INC
Form 4
June 28, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FARLEY DONALD F

(Last) (First) (Middle)

43 FIFTH AVENUE 10 NW

(Street)

NEW YORK, NY 10003

(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
☐ Officer (give title below) ☐ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/24/2005		C		2,729	A	\$ 55	3,184	D
Common Stock	06/24/2005		C		47,951	A	\$ 3	51,135	D

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

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information contained in this form are not
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SEC 1474
(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 Underly (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	\$ 55	06/24/2005		C			150,000	<u>(1)</u>	<u>(2)</u>	Comm Stoc
Note Payable	\$ 3	06/24/2005		C			47,951	06/24/2005 ⁽³⁾	06/24/2005 ⁽³⁾	Comm Stoc
Directors Stock Option (right to buy)	\$ 1	06/24/2005		A		10,000		<u>(5)</u>	06/24/2015	Comm Stoc
Directors Stock Option (right to buy)	\$ 1	06/24/2005		A		7,500		06/24/2005	06/24/2015	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARLEY DONALD F 43 FIFTH AVENUE 10 NW NEW YORK, NY 10003	X			

Signatures

Debra K. Weiner, attorney-in-fact for Donald F.
Farley

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) The Series A Convertible Preferred Stock was exercisable immediately upon issuance. It automatically converted upon the closing of the issuer's initial public offering.
- (2) The Series A Convertible Preferred Stock did not expire but did automatically convert into Common Stock upon the closing of the issuer's initial public offering. Each 55 shares converted into 1 share of Common Stock.

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- (3) By agreement between the reporting person and the issuer, the note payable, including accrued interest, converted at the closing of the issuer's initial public offering.
- (4) The reporting person agreed to convert the principal and accrued interest owed on a note payable, totalling \$143,851, into common stock at the closing of the issuer's initial public offering.
- (5) Options become exercisable in three substantially equal installments, beginning one year from the date of grant (June 24, 2006). The first two installments will result in 3,333 options becoming exercisable, with the third installment exercisable for 3,334 shares.

Remarks:

CONFIRMING STATEMENT

This statement confirms that the undersigned, Donald F. Farley, has authorized and designated A. John Murphy and Debra K.

Date: June 24, 2005

/s/ Donald F. Farley

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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