

FARLEY DONALD F
Form 3
June 20, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â FARLEY DONALD F		(Month/Day/Year)	NUVIM INC [NUVM]	
(Last)	(First)	(Middle)	06/20/2005	
43 FIFTH AVENUE 10 NW		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10003		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	455	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	2,729 (3)	\$ 55	D	Â
Warrants (right to buy)	07/11/2001	07/11/2008	Common Stock	2,124	\$ 55	D	Â
Note Payable	06/24/2005(4)	06/24/2005(4)	Common Stock	47,951	\$ 3	D	Â

Reporting Owners

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

Signatures

Donald F. Farley 06/20/2005
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 convertible immediately upon issuance at the option of the holder.
 The Series A Convertible Preferred Stock does not expire. However, it is automatically convertible into Common Stock concurrently with
- (2) the closing of the issuer's initial public offering. The conversion rate is one share of Common Stock for each 55 shares of Series A Preferred Stock.
- (3) The total number of shares of Series A Convertible Preferred Stock owned by the Reporting Person is 150,000 shares, which will convert into 2,729 shares of Common Stock concurrently with the closing of the issuer's initial public offering.
- (4) The note payable, originally a non-convertible note, will convert upon agreement with the issuer at the closing of the issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.