

HODOCK CALVIN L
Form 3
June 20, 2005

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 HODOCK CALVIN L		(Month/Day/Year)	NUVIM INC [NUVM]	
(Last)	(First)	(Middle)	06/20/2005	
11 NASSAU COURT		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)
SKILLMAN,Â NJÂ 08558		<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"/> 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)
No Securities Owned	0	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	

Edgar Filing: HODOCK CALVIN L - Form 3

Series A Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	Shares 182 (3)	\$ 55	(I) (Instr. 5) D	Â
--------------------------------------	-------	-------	--------------	-------------------	-------	------------------------	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HODOCK CALVIN L 11 NASSAU COURT SKILLMAN, NJ 08558	Â X	Â	Â	Â

Signatures

Calvin L. Hodock by Debra K. Weiner,
Attorney-in-Fact

06/20/2005

__Signature of Reporting Person

Date

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 Preferred Stock was convertible into Common Stock immediately upon issuance, at the option of the holder.
The Series A Preferred Stock does not expire. However, it is automatically convertible into Common Stock upon the closing of a firmly underwritten public offering of the issuer's Common Stock. The conversion rate is currently each 55 shares of Preferred Stock converts into one share of Common Stock, subject to adjustment for stock splits, reverse splits and other similar recapitalization events.
- (3) The Series A Preferred Stock owned by the Reporting Person totals 10,000 shares, which will convert into 182 shares of Common Stock concurrently with the closing of the issuer's initial public offering.

Â

Remarks:

CONFIRMINGÂ STATEMENT

ThisÂ statementÂ confirmsÂ thatÂ theÂ undersigned,Â CalvinÂ L.Â HodockÂ hasÂ authorizedÂ andÂ designatedÂ A.Â Jo

Date:Â JuneÂ 20,Â 2005

/s/Â CalvinÂ L.Â Hodock

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.