

NUVIM INC  
Form 4  
June 28, 2005

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KUNDRAT RICHARD P

(Last) (First) (Middle)

12 ROUTE 17 NORTH, 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  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/24/2005		J <sup>(1)</sup>	63,195 A \$ 3	196,832	D	
Common Stock	06/24/2005		J <sup>(1)</sup>	29,167 A \$ 1	225,999	D	
Common Stock	06/24/2005		J <sup>(2)</sup>	23,000 A \$ 3	248,000	D	

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

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SEC 1474 (9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 1	06/24/2005		A	300,000	06/24/2005	06/24/2015	Common Stock	300,000
Employee Stock Option (right to buy)	\$ 1	06/24/2005		A	102,500	(3)	06/24/2015	Common Stock	102,500
Directors Stock Option (right to buy)	\$ 1	06/24/2005		A	10,000	(4)	06/24/2015	Common Stock	10,000
Directors Stock Option (right to buy)	\$ 1	06/24/2005		A	7,500	06/24/2005	06/24/2015	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUNDRAT RICHARD P 12 ROUTE 17 NORTH, SUITE 210 PARAMUS, NJ 07652	X		Chairman and CEO	

## Signatures

Debra K. Weiner, attorney-in-fact for Richard P. Kundrat  
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 were issued in payment of accrued and unpaid salary owed to the reporting person.
- (2) Shares were issued in payment of advances made by the Reporting Person to cover manufacturing costs.
- (3) Options become exercisable in three installments, beginning one year from the date of grant (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.
- (4) Options become exercisable in three installments, beginning one year from the date of grant (June 24, 2006, 2007 and 2008). 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, Richard P. Kundrat, has authorized and designated A. John Murphy and Debra I

Date: June 24, 2005

/s/ Richard P. Kundrat

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.