

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 \*  
SULLIVAN JOHN L

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President of Sales

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)
				(A) or (D)	Amount		
			Code	V	Amount	(D)	Price
Common Stock	06/24/2005		J <sup>(1)</sup>		54,167	A	\$ 3 115,692
Common Stock	06/24/2005		J <sup>(1)</sup>		25,000	A	\$ 1 140,692
Common Stock	06/24/2005		C		1,146	A	\$ 55 141,838

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

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(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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series A Convertible Preferred Stock	\$ 55	06/24/2005		C	63,000 (2)	(3) 06/24/2005(4)	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)	\$ 1	06/24/2005		A	102,500	(5) 06/24/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN JOHN L 12 NORTH STATE ROUTE 17, SUITE 210 PARAMUS, NJ 07652			Vice President of Sales	

## Signatures

John L. Sullivan by Debra K. Weiner,  
Attorney-in-Fact 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 to pay accrued salary owed to the reporting person.
- (2) Each 55 shares of Series A Convertible Preferred Stock was convertible into 1 share of Common Stock. Therefore, the preferred stock was convertible into 1,146 shares of Common Stock.

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- (3) The Series A Convertible Preferred Stock was convertible immediately upon issuance.
- (4) The Series A Convertible Preferred Stock automatically converted into Common Stock upon 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, 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, John L. Sullivan, has authorized and designated A. John Murphy and Debra K. V.

Date: June 24, 2005

/s/ John L. Sullivan

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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