

NUVIM INC
Form 4
June 28, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
YOUNG PAUL J

(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 Operations

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		C	910 A \$ 55	63,198	D	
Common Stock	06/24/2005		J ⁽¹⁾	54,167 A \$ 3	117,365	D	
Common Stock	06/24/2005		J ⁽¹⁾	25,000 A \$ 1	142,365	D	

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

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

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series A Convertible Preferred Stock	\$ 55	06/24/2005		C	50,000 (2)	(3) 06/24/2005	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)	\$ 3	06/24/2005		A	102,500	(4) 06/24/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG PAUL J 12 NORTH STATE ROUTE 17, SUITE 210 PARAMUS, NJ 07652			Vice President of Operations	

Signatures

Debra K. Weiner, as attorney-in-fact for Paul J. Young 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 in payment of accrued and unpaid salary owed to the reporting person.
- (2) Each 55 shares of Series A Convertible Preferred Stock were convertible into 1 share of Common Stock. Therefore, the preferred stock was convertible into 910 shares of Common Stock.

Edgar Filing: NUVIM INC - Form 4

- (3) The Series A Convertible Preferred Stock was convertible at any time after issuance.
- (4) Options become exercisable in three substantially equal installments beginning one year from the date of grant (i.e., 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, Paul J. Young, has authorized and designated A. John Murphy and Debra K. We

Date: June 24, 2005

/s/ Paul J. Young

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.