

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 *
HODOCK CALVIN L

(Last) (First) (Middle)
11 NASSAU COURT
(Street)
SKILLMAN, NJ 08558

(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)

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)
Common Stock	06/24/2005		C	182 A \$ 55	182	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)

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

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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 ⁽²⁾	06/24/2005		C	10,000	⁽³⁾ 06/24/2005	⁽⁴⁾ 06/24/2005	Common Stock
Directors Stock Option (right to buy)	\$ 1	06/24/2005		A	10,000	⁽¹⁾ 06/24/2015	06/24/2015	Common Stock
Directors Stock Option (right to buy)	\$ 1	06/24/2005		A	10,000	06/24/2005	06/24/2015	Common Stock

Reporting Owners

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

Signatures

Debra K. Weiner, attorney-in-fact for Calvin L. Hodock
 Signature: _____ Date: 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) Options are 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 3,333 options becoming exercisable, with the third installment exercisable for 3,334 shares.
- (2) The Series A Preferred Stock is convertible into Common Stock at a conversion ratio of 55-to-1.
- (3) The Series A Preferred Stock was immediately exercisable at the option of the holder and automatically converted upon the closing of the issuer's initial public offering.
- (4)

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The Series A Preferred Stock does not expire, but in accordance with its terms, it automatically converted to Common Stock upon 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.