**NUVIM INC** Form 4 June 28, 2005

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PIERCE FREDERICK S

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

(Month/Day/Year) Execution Date, if

NUVIM INC [NUVM]

(Check all applicable)

17 HAWTHORN WAY

3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director 10% Owner Other (specify Officer (give title

06/24/2005

below)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned

HARTSDALE, NY 10530

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

4. Securities

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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 number.

**SEC 1474** (9-02)

(Instr. 4)

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. Number of 4. **TransactionDerivative** Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security			(D)	r. 3, 4, 5)	)f			
			Code	V (A	A) (D	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Directors Stock Option (right to buy)	\$ 1	06/24/2005	A	10,0	000	<u>(1)</u>	06/24/2015	Common Stock	10,000
Directors Stock Option (right to buy)	\$ 1	06/24/2005	A	11,5	500	06/24/2005	06/24/2015	Common Stock	11,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Topolong of the family frauess	Director	10% Owner	Officer	Other		
PIERCE FREDERICK S 17 HAWTHORN WAY HARTSDALE, NY 10530	X					

### **Signatures**

Debra K. Weiner, attorney-in-fact for Frederick S. Pierce 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).
- 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 3,333 options becoming exercisable, with the third installment exercisable for 3,334 shares.

#### Remarks:

**CONFIRMING STATEMENT** 

This statement confirms that the undersigned, Frederick S. Pierce, has authorized and designated A. John Murphy and Debra F

Date: June 24, 2005

/s/ Frederick S. Pierce

Reporting Owners 2

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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.