

HAGER JANE E
Form 4
May 19, 2009

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 *
HAGER JANE E

2. Issuer Name and Ticker or Trading Symbol
IGI INC [IG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
204 PINNACLE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

LYNDERBOROUGH, NH 03082
(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/15/2009		A	1,219,512	A	0.41 <u>(1)</u>	\$ 1,219,512	I	By: Pinnacle Mountain Partners, LLC <u>(2)</u>
Common Stock						1,369,893		I	By: Hager Family Trust <u>(3)</u>
Common Stock						689,830		I	By: Jane E. Hager Trust <u>(4)</u>
						15,830		D	

Common
Stock

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGER JANE E 204 PINNACLE ROAD LYNDERBOROUGH, NH 03082	X	X		
HAGER EDWARD B 204 PINNACLE ROAD LYNDERBOROUGH, NH 03082		X		

Signatures

/s/ Jane Hager 05/19/2009
 **Signature of Reporting Person Date

/s/ Edward Hager 05/19/2009
 **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).

Upon receipt of stockholder approval on May 15, 2009, Pinnacle Mountain Partners, LLC ("Pinnacle") surrendered its promissory note (1) ("Note") in the amount of \$500,000 to the Company in exchange for 1,219,512 shares of common stock and the Note was thereupon cancelled and discharged.

(2) Edward B. Hager and Jane E. Hager are the controlling shareholders of Pinnacle and share voting and investment power over the shares of common stock held by Pinnacle.

(3) Edward B. Hager and Jane E. Hager are trustees of the Hager Family Trust and share voting and investment power over the trust. Edward B. Hager is the settlor of the trust and retains the power to revoke the trust. Jane E. Hager is the beneficiary of the trust.

(4) Jane E. Hager is the settlor and trustee of the Jane E. Hager Trust of 1990 over which she holds voting and investment power and retains the power to revoke. Edward B. Hager, spouse of Jane E. Hager, is a beneficiary of such trust.

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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