

22nd Century Group, Inc.
Form 4
January 28, 2014

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 *
SICIGNANO HENRY III

(Last) (First) (Middle)
9530 MAIN STREET
(Street)

CLARENCE, NY 14031

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

22nd Century Group, Inc. [XXII.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2014

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)
CFO, President, Secretary

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|------------------------------|--|
| | | | Code | V | Amount or (D) Price | | | | | |
| Common Stock | 01/27/2014 | | A | | 75,000 (1) | A | \$ 0 | 2,292,603 | D | |
| Common Stock | | | | | | | 15,000 | I | Custodian for Minor Children | |
| Common Stock | | | | | | | 20,000 | I | IRA | |
| Common Stock | | | | | | | 2,542,347 | I | Manager (2) | |

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

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(9-02)

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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant to Purchase (3) | \$ 2.2136 | | | | | 01/25/2011 | 01/25/2016 | Common Stock | 94,277 |
| Warrant to Purchase (3) | \$ 1.2018 | | | | | 01/25/2011 | 01/25/2016 | Common Stock | 19,856 |
| Warrant to Purchase (3) | \$ 2.2136 | | | | | 01/25/2011 | 01/25/2016 | Common Stock | 1,063,335 |
| Warrant to Purchase (3) | \$ 0.6 | | | | | 05/15/2012 | 05/15/2017 | Common Stock | 20,000 |
| Warrant to Purchase (3) | \$ 0.6 | | | | | 11/09/2012 | 11/09/2017 | Common Stock | 300,000 |
| Stock Option (right to buy) | \$ 0.69 | | | | | 05/18/2012 | 05/18/2022 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SICIGNANO HENRY III 9530 MAIN STREET CLARENCE, NY 14031 | X | X | CFO, President, Secretary | |

Signatures

s/ Thomas L. James, Attorney-in-Fact for Henry Sicignano, III

01/28/2014

__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 granted pursuant to the Issuer's 2010 Equity Incentive Plan. Shares are subject to restrictions on transfer.
- (2) Shares are owned by Henry Sicignano III Group, LLC of which Mr. Sicignano is the Manager.
- (3) The exercise price and/or number of shares underlying this security are subject to adjustment as set forth in the applicable warrant agreement.

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.