

22nd Century Group, Inc.
Form 4
March 12, 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 *
Pandolfino Joseph

(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]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2014

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)

Chief Executive Officer

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 | (A) or (D) | Price |
| Common Stock | 03/10/2014 | | M | | 112,000 | A | \$ 0.6 |
| Common Stock | 03/10/2014 | | S | | 65,000 | D | \$ 6.04 |
| Common Stock | 03/12/2014 | | S | | 30,000 | D | \$ 5.05 |

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

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SEC 1474 (9-02)

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Warrant to Purchase | \$ 0.6 | 03/10/2014 | | M | 100,000 | 11/09/2012 | 11/09/2017 | Common Stock | 140,000 |
| Warrant to Purchase | \$ 0.6 | 03/10/2014 | | M | 12,000 | 05/15/2012 | 05/15/2017 | Common Stock | 0 |
| Warrant to Purchase | \$ 1.1497 | | | | | 02/08/2012 | 02/08/2017 | Common Stock | 180,000 ⁽³⁾ |
| Warrant to Purchase | \$ 2.2136 | | | | | 01/25/2011 | 01/26/2016 | Common Stock | 1,903,000 ⁽³⁾ |
| Warrant to Purchase | \$ 1.2018 | | | | | 01/25/2011 | 01/25/2016 | Common Stock | 47,088 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pandolfino Joseph 9530 MAIN STREET CLARENCE, NY 14031 | X | X | Chief Executive Officer | |

Signatures

/s/ Joseph
Pandolfino

03/12/2014

**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) The price reported is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$5.80 to \$6.24, inclusive. The reporting person undertakes to provide to 22nd Century Group, Inc., any security holder of 22nd Century Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(2) The price reported is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$4.89 to \$5.24, inclusive. The reporting person undertakes to provide to 22nd Century Group, Inc., any security holder of 22nd Century Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(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.

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