22nd Century Group, Inc. Form 4

February 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

22nd Century Group, Inc. [XXII]

Symbol

1(b).

(Print or Type Responses)

SICIGNANO HENRY III

1. Name and Address of Reporting Person *

							(Check all applicable)			
(Last) (First) (Middle)				3. Date of Earliest Transaction						
9530 MAIN STREET			· ·	(Month/Day/Year) 02/16/2015				X Director X Officer (gi below)		% Owner her (specify
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	CLARENCE	E, NY 14031						Person		
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ally Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securi conAcquired Disposed (Instr. 3,	l (A) o l of (D 4 and (A) or)	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					, ,		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 (1)

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)	Expiration Day/ (Month/Day/ or D)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (i	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Warrant to Purchase (1)	\$ 2.2029					01/25/2011	01/25/2016	Common Stock	94,735	
Warrant to Purchase	\$ 1.2018					01/25/2011	01/25/2016	Common Stock	9,025	
Warrant to Purchase	\$ 2.2029					01/25/2011	01/25/2016	Common Stock	485,68	
Warrant to Purchase (2)	\$ 0.6					05/15/2012	2 05/15/2017	Common Stock	20,000	
Warrant to Purchase (1)	\$ 0.6					11/09/2012	2 11/09/2017	Common Stock	300,00	
Stock Option (right to buy)	\$ 0.69					05/18/2012	2 05/18/2022	Common Stock	100,00	
Stock Option (right to buy)	\$ 0.96	02/16/2015		A	350,000 (2)	02/16/2016	5 02/16/2025	Common Stock	350,00	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
SICIGNANO HENRY III 9530 MAIN STREET CLARENCE, NY 14031	X		President and COO				

Signatures

/s/ Thomas L. James, Attorney-in-Fact for Henry Sicignano, III 02/18/2015

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 are owned by Henry Sicignano III Group, LLC.
- (2) Options vest 100% on the first anniversary from the date of grant.

**Signature of Reporting Person

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.

Date

Reporting Owners 3