## Edgar Filing: 22nd Century Group, Inc. - Form 4

22nd Century Group, Ind Form 4	2.					
October 09, 2015						
FORM 4	FED STATES SE	CUDITIES AND	EVCHANCE			PPROVAL
Check this box						3235-0287
if no longer subject to Section 16. Form 4 or		HANGES IN BEN SECURITI	ES	Estimated burden ho	Expires:January 31, 2005Estimated average burden hours per response0.5	
abligations	n 17(a) of the Pub	ion 16(a) of the Se lic Utility Holding the Investment Cor	Company Act	of 1935 or Section	on	
(Print or Type Responses)						
1. Name and Address of Rep RUSHTON PAUL	Syı	. Issuer Name <b>and</b> Tick mbol nd Century Group,	-	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First)		Date of Earliest Transac	eck all applicabl	k all applicable)		
C/O 22ND CENTURY INC., 9530 MAIN STR	onth/Day/Year) /07/2015		Director 10% Owner X Officer (give title Other (specify below) below) VP of Plant Biotechnology			
(Street)		lf Amendment, Date Or ed(Month/Day/Year)	riginal	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>		
CLARENCE, NY 1403	1				More than One R	
(City) (State)	(Zip)	Table I - Non-Deriva	ative Securities A	Acquired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)2. Transaction (Month/Day/Y)	any	e, if TransactionAcqu	osed of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
		Code V Amo		(Instr. 3 and 4)		
Reminder: Report on a separa	te line for each class of			-		
		ir	formation cont	spond to the colle tained in this form ond unless the fo	n are not	SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)				
				Code V	7 (A)	(D) Da Ex	ate kercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option	\$ 0.8417	10/07/2015		А	100,000		<u>(1)</u>	10/07/2025	Common Stock	10

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
RUSHTON PAUL C/O 22ND CENTURY GROUP, INC. 9530 MAIN STREET CLARENCE, NY 14031			VP of Plant Biotechnology			
Signatures						
John J. Wolfel, Attorney-in-Fact for Paul Rushton		10/09	/2015			
**Signature of Reporting Person		Da	te			

## **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) Options vest on November 1, 2016 provided that Dr. Rushton remains employed by the Company through that time.

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.