

S&W Seed Co
Form 4
March 06, 2015

FORM 4

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

OMB APPROVAL

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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 *
KARSTEN DANIEL Z

(Last) (First) (Middle)

**C/O S&W SEED COMPANY, 7108
NORTH FRESNO STREET, SUITE
380**

(Street)

FRESNO, CA 93720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
S&W Seed Co [SANW]

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2015

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)
Vice President of Processing

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 03/04/2015 | | M | | | 20,000 | A | \$ 4 | 20,000 | D | |
| Common Stock | 03/04/2015 | | S | | | 2,537 | D | \$ 4.67 | 17,463 | D | |
| Common Stock | 03/04/2015 | | S | | | 100 | D | \$ 4.635 | 17,363 | D | |
| Common Stock | 03/04/2015 | | S | | | 53 | D | \$ 4.63 | 17,310 | D | |
| Common Stock | 03/04/2015 | | S | | | 1,500 | D | \$ 4.62 | 15,810 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 03/04/2015 | S | 41 | D | \$ 4.61 | 15,769 | D |
| Common Stock | 03/04/2015 | S | 3,983 | D | \$ 4.6 | 11,786 | D |
| Common Stock | 03/04/2015 | S | 300 | D | \$ 4.56 | 11,486 | D |
| Common Stock | 03/04/2015 | S | 1,100 | D | \$ 4.55 | 10,386 | D |
| Common Stock | 03/04/2015 | S | 400 | D | \$ 4.54 | 9,986 | D |
| Common Stock | 03/04/2015 | S | 700 | D | \$ 4.535 | 9,286 | D |
| Common Stock | 03/04/2015 | S | 1,730 | D | \$ 4.53 | 7,556 | D |
| Common Stock | 03/04/2015 | S | 3,700 | D | \$ 4.51 | 3,856 | D |
| Common Stock | 03/04/2015 | S | 600 | D | \$ 4.505 | 3,256 | D |
| Common Stock | 03/04/2015 | S | 3,256 | D | \$ 4.5 | 0 | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 4 | 03/04/2015 | | M | 20,000 | <u>(1)</u> | 03/09/2015 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KARSTEN DANIEL Z C/O S&W SEED COMPANY 7108 NORTH FRESNO STREET, SUITE 380 FRESNO, CA 93720 | | | Vice President of Processing | |

Signatures

| | |
|------------------------------------|------------|
| Daniel Z. Karsten | 03/06/2015 |
| **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 options vested and became exercisable in 12 quarterly installments over three years, commencing on July 1, 2010 and thereafter on the first day of each succeeding fiscal quarter (October 1, January 1, April 1 and July 1) through and including April 1, 2013.

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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