

Moynihan Michael Robert
 Form 4
 September 29, 2017

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 *
 Moynihan Michael Robert

2. Issuer Name and Ticker or Trading Symbol
 22nd Century Group, Inc. [XXII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/29/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President of R&D

CLARENCE, NY 14031
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	(D)	Price
Common Stock	09/29/2017		S ⁽¹⁾		50,000	D	2.6655 \$ (2)
					867,220	D	

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

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SEC 1474 (9-02)

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

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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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 0.69					05/18/2012	05/18/2022	Common Stock	100,000
Stock Option	\$ 0.8					02/25/2013	02/25/2023	Common Stock	75,000
Stock Option	\$ 0.96					02/16/2016	02/16/2025	Common Stock	194,529
Stock Option	\$ 0.82					04/29/2016	04/29/2026	Common Stock	90,000
Stock Option (Right to Buy)	\$ 1.39					<u>(3)</u>	05/24/2027	Common Stock	62,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moynihan Michael Robert 9530 MAIN STREET CLARENCE, NY 14031			Vice President of R&D	

Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Michael R. Moynihan

09/29/2017

__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 sold pursuant to predetermined criteria contained in a Rule 10b5-1 trading plan instituted by the Reporting Person on August 30, 2017.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at share prices ranging from \$2.64 to \$2.71, inclusive. The Reporting Person undertakes to provide 22nd Century Group, Inc., any security holder of 22nd Century Group, Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares sold at

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each separate price within the range set forth herein.

- (3) Stock option grant which vests one-third on each of April 1, 2018, April 1, 2019 and April 1, 2020.

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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