

JAMES THOMAS L.
Form 4
July 03, 2018

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 *
JAMES THOMAS L.

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)
C/O 22ND CENTURY GROUP, INC., 8560 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel & Sec'y.

(Street)
WILLIAMSVILLE, NY 14221

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

(City) (State) (Zip)

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	06/29/2018		S		50,000	D	\$ 2.4385
							(4)

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.76					(1) 03/06/2028	Common Stock	117,146
Stock Option Grant (Right to Buy)	\$ 1.39					(2) 05/24/2027	Common Stock	124,000
Stock Option Grant	\$ 0.95					(3) 03/04/2026	Common Stock	136,170
Options to Purchase Common Stock	\$ 2.61					05/01/2017 05/27/2024	Common Stock	300,000
Stock Option (right to buy)	\$ 0.96					02/16/2016 02/16/2025	Common Stock	197,568

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMES THOMAS L. C/O 22ND CENTURY GROUP, INC. 8560 MAIN STREET WILLIAMSVILLE, NY 14221			VP, General Counsel & Sec'y.	

Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Thomas L.
James

07/03/2018

__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) Stock option grant which vests one-third on each of March 6, 2019, March 6, 2020 and March 6, 2021.
- (2) Stock option grant which vests one-third on each of April 1, 2018, April 1, 2019 and April 1, 2020.
- (3) Stock option grant which vests one-third on each of March 4, 2017, March 4, 2018 and March 4, 2019.

- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.42 to \$2.49, inclusive. The Reporting Person undertakes to provide 22nd Century Group, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (4)

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.