

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

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)
Non-Qualified Stock Option	\$ 0.8					02/25/2013 02/25/2023	Common Stock 50,000
Warrant to Purchase ⁽²⁾	\$ 0.6					11/09/2012 11/09/2017	Common Stock 31,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunn Joseph A 87 TRISTAN LANE AMHERST, NY 14221		X		

Signatures

/s/ Thomas L. James, Attorney-in-Fact for Joseph A. Dunn, Ph.D. 11/05/2013

**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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.10 to \$1.17, inclusive. The reporting person undertakes to provide to 22nd Century Group, Inc., any security holder of 22nd Century Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(2) The exercise price and/or number of shares underlying this security are subject to adjustment as set forth in the applicable warrant.

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.