

SICIGNANO HENRY III
 Form 4
 April 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 *
 SICIGNANO HENRY III

(Last) (First) (Middle)

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

(Street)

WILLIAMSVILLE, NY 14221

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

22nd Century Group, Inc. [XXII]

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

03/06/2018

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)

President and CEO

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					2,509,422	D	
Common Stock					20,000	I	Custodian for Minor Child
Common Stock					20,000	I	IRA
Common Stock					2,542,347	I	Manager ⁽¹⁾

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 Number of Shares
Stock Option (Right to Buy)	\$ 2.76	03/06/2018		A	279,553	(2) 03/06/2028	Common Stock 279,553
Stock Option (Right to Buy)	\$ 0.69					05/18/2012 05/18/2022	Common Stock 100,000
Stock Option (Right to Buy)	\$ 0.96					02/16/2016 02/16/2025	Common Stock 350,000
Stock Option (Right to Buy)	\$ 0.95					(4) 03/04/2026	Common Stock 425,530
Stock Option (Right to Buy)	\$ 1.39					(3) 05/24/2027	Common Stock 333,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SICIGNANO HENRY III C/O 22ND CENTURY GROUP, INC. 8560 MAIN STREET WILLIAMSVILLE, NY 14221	X		President and CEO	

Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Henry
Sicignano, III

04/03/2018

__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) Shares are owned by Henry Sicignano III Group, LLC.
- (2) Stock option grant which vests one-third on March 6, 2019, March 6, 2020 and March 6, 2021.
- (3) Stock option grant which vests one-third on each of April 1, 2018, April 1, 2019 and April 1, 2020.
- (4) Stock option grant which vests one-third on each of March 4, 2017, March 4, 2018 and March 4, 2019.

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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