

22nd Century Group, Inc.
Form 4
November 04, 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 *
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)
11/02/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice President of R&D

CLARENCE, NY 14031

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/02/2015 | | S ⁽¹⁾ | 31,060 D | \$ 1,3926 1,007,874 | D | |
| Common Stock | 11/03/2015 | | S ⁽¹⁾ | 18,940 D | \$ 1,4232 988,934 | 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)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrant to Purchase | \$ 2.2029 | | | | | 01/25/2011 01/25/2016 | Common Stock | 325,154 |
| Warrant to Purchase | \$ 1.2018 | | | | | 01/25/2011 01/25/2016 | Common Stock | 6,216 |
| Warrant to Purchase | \$ 0.6 | | | | | 05/15/2012 05/15/2017 | Common Stock | 150,000 |
| Stock Option (right to purchase) | \$ 0.69 | | | | | 05/18/2012 05/18/2022 | Common Stock | 100,000 |
| Stock Option (right to purchase) | \$ 0.8 | | | | | 02/25/2013 02/25/2023 | Common Stock | 75,000 |
| Stock Option (right to buy) | \$ 0.96 | | | | | 02/16/2016 02/16/2025 | Common Stock | 194,529 |

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

11/04/2015

__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) Shares sold pursuant to Rule 10b5-1 trading plan maintained by the Reporting Person.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$1.36 to \$1.43, 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, information regarding the number of shares sold at each separate price within the range set forth herein.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$1.38 to \$1.47, 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, information regarding the number of shares sold at each separate price within the range set forth herein.

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.