

LISHMAN ROBERT W
Form 4
October 10, 2012

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 *
LISHMAN ROBERT W

(Last) (First) (Middle)

430 CAMBRIDGE AVENUE,
SUITE 100

(Street)

PALO ALTO, CA 94306

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
S&W Seed Co [SANW]

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$0.01 par value | 10/08/2012 | | S | 999 ⁽¹⁾ D \$ 7.41 | 1,872,042 | I | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/08/2012 | | S | 802 ⁽¹⁾ D \$ 7.42 | 1,871,240 | I | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/08/2012 | | S | 99 ⁽¹⁾ D \$ 7.45 | 1,871,141 | I | By Yellowjacket, LP |

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| | | | | | | | | |
|--------------------------------|------------|---|---------------------|---|---------|-----------|---|---------------------|
| Common Stock, \$0.01 par value | 10/08/2012 | S | 1,395 <u>(1)</u> | D | \$ 7.5 | 1,869,746 | I | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/08/2012 | S | 100 <u>(1)</u> | D | \$ 7.52 | 1,869,646 | I | By Yellowjacket, LP |
| Common Stock | 10/08/2012 | S | 600 <u>(1)</u> | D | \$ 7.55 | 1,869,046 | I | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/08/2012 | S | 850 <u>(1)</u> | D | \$ 7.65 | 1,868,196 | I | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/08/2012 | S | 100 <u>(1)</u> | D | \$ 7.67 | 1,868,096 | I | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/09/2012 | S | 200 <u>(1)</u> | D | \$ 7.5 | 1,668,096 | I | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | | | | | | 322 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | | Title | | |

| | | |
|-------------|------------|--------|
| Date | Expiration | Amount |
| Exercisable | Date | or |
| | | Number |
| | | of |
| | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LISHMAN ROBERT W 430 CAMBRIDGE AVENUE, SUITE 100 PALO ALTO, CA 94306 | | X | | |

Signatures

Robert W.
Lishman, Jr. 10/10/2012

__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 reporting person is the general partner of Yellowjacket, LP. As such, he is deemed to be the beneficial owner of the portfolio securities owned by the limited partnership. He disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purposes.

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.