22nd Century Group, Inc. Form 4

#### March 04, 2015 FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SANDERS RICHARD M. Issuer Symbol 22nd Century Group, Inc. [XXII] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify 1119 PIEDRA RONDO 03/03/2015 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SANTA FE, NM 87501 Person

(State)

(Zip)

(City)

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 55,000 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	<ol><li>Date Exer</li></ol>	cisable and	7. Title and A	Amoı	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration D	Expiration Date		Underlying Secur	
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) o	r				
	Derivative			Disposed of (D)						
	Security				(Instr. 3, 4, and					
					5)					
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Am Nui Sha	
Non-Qualified Stock Option	\$ 1.43	03/03/2015		A	100,000	<u>(1)</u>	03/03/2020	Common Stock	10	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Troporting O William P Transcoor	Director	10% Owner	Officer	Other		
SANDERS RICHARD M. 1119 PIEDRA RONDO SANTA FE, NM 87501	X					

# **Signatures**

/s/ Thomas L. James, Attorney-in-Fact for Richard M. Sanders

03/04/2015

\*\*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) Non-Qualified Stock Options granted pursuant to the Issuer's 2014 Omnibus Incentive Plan, which vest 100% on March 3, 2016.

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.

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