22nd Century Group, Inc. Form 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

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).

(Last)

(Instr. 3)

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * Cornell James W

2. Issuer Name and Ticker or Trading Symbol

(Middle)

5. Relationship of Reporting Person(s) to Issuer

(First)

(Street)

22nd Century Group, Inc. [XXII]

(Check all applicable)

5266 SENECA STREET

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

03/04/2016

X_ Director 10% Owner Other (specify Officer (give title

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

below)

WEST SENECA, NY 14224

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security

4. Securities (Month/Day/Year) Execution Date, if Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(9-02)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 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)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Am 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Sec Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

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	Derivative Security				Disposed of (Instr. 3, 4, 5)	` ′				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Non-Qualified Stock Option	\$ 0.95	03/04/2016	A		138,376		<u>(1)</u>	03/04/2021	Common Stock	1
Non-Qualified Stock Option	\$ 1.43						03/03/2015	03/03/2020	Common Stock	1
Non-Qualified Stock Option	\$ 0.8						02/25/2013	02/25/2023	Common Stock	4
Non-Qualified Stock Option	\$ 0.69						05/18/2012	05/18/2022	Common Stock	(
Warrant to Purchase (2)	\$ 0.6						11/09/2012	11/09/2017	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Cornell James W							
5266 SENECA STREET	X						
WEST SENECA, NY 14224							

Signatures

/s/ Thomas L. James, Attorney-in-Fact for James W.

Cornell

**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 which vest 100% on March 4, 2017.
- (2) The exercise price and/or number of shares underlying this security are subject to adjustment as set forth in the applicable warrant agreement.

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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