

S&W Seed Co
 Form 4
 October 21, 2013

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 *
 Szot Matthew K

(Last) (First) (Middle)
 P.O. BOX 235
 (Street)
 FIVE POINTS, CA 93624

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2013

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)
 Senior VP and CFO

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/01/2013		M ⁽¹⁾	4,722 A \$ 0	31,595 ⁽²⁾	D	
Common Stock	10/01/2013		F ⁽²⁾	2,562 D \$ 0	29,033	D	

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	10/01/2013		M	4,722	(4) (4)	Common Stock	4,722

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szot Matthew K P.O. BOX 235 FIVE POINTS, CA 93624			Senior VP and CFO	

Signatures

Matthew K. Szot
10/21/2013

**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) Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On March 16, 2013, the reporting person was granted 100,000 RSUs that were previously reported on Table II of Form 4, and which was filed with the Securities and Exchange Commission on March 19, 2013.
- (2) The reporting person is reporting the withholding by S&W Seed Company of 2,562 shares of common stock that vested on October 1, 2013, but which were not issued in order to satisfy the reporting person's tax withholding obligations in connection with the delivery of the converted common stock to the reporting person as of October 1, 2013.
- (3) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on October 1, 2013 was \$7.76.
- (4) On March 16, 2013, the reporting person was granted 100,000 RSUs, of which 4,722 vested on October 1, 2013. The common stock into which such vested RSUs converted on October 1, 2013 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in 16 additional quarterly installments of 4,722 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 4,726 RSUs on October 1, 2017. Vest shares will be delivered to the reporting person on the settlement date unless the Company elects to settle the RSUs in cash or a combination of shares and cash, at the Company's discretion.

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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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