

SICIGNANO HENRY III
 Form 4
 November 26, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 SICIGNANO HENRY III

2. Issuer Name and Ticker or Trading Symbol
 22nd Century Group, Inc. [XXII.OB]

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)
 11/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 CFO, President, Secretary

CLARENCE, NY 14031
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/26/2012 | | P | | 100,000 | A | \$ 0.17 |
| Common Stock | 11/26/2012 | | P | | 100,000 | A | \$ 0.16 |
| Common Stock | | | | | 15,000 | I | Custodian for Minor Children |
| Common Stock | | | | | 20,000 | I | IRA |
| Common Stock | | | | | 2,542,347 | I | Manager ⁽¹⁾ |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrant to Purchase | \$ 3 | | | | | 01/25/2011 01/25/2016 | Common Stock | 69,564 |
| Warrant to Purchase | \$ 1.5 | | | | | 01/25/2011 01/25/2016 | Common Stock | 15,813 |
| Warrant to Purchase | \$ 3 | | | | | 01/25/2011 01/25/2016 | Common Stock | 784,600 |
| Warrant to Purchase | \$ 1 | | | | | 05/15/2012 05/15/2017 | Common Stock | 20,000 |
| Warrant to Purchase | \$ 1 | | | | | 11/09/2012 11/09/2017 | Common Stock | 300,000 |
| Stock Option (right to buy) | \$ 0.69 | | | | | 05/18/2012 05/18/2022 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | X | CFO, President, Secretary | |

SICIGNANO HENRY III
9530 MAIN STREET
CLARENCE, NY 14031

Signatures

s/ Thomas L. James, Attorney-in-Fact for Henry
Sicignano, III

11/26/2012

__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) Shares are owned by Henry Sicignano III Group, LLC of which Mr. Sicignano is the Manager.

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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