

22nd Century Group, Inc.
Form 4
January 27, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
SICIGNANO HENRY III

(Last) (First) (Middle)
9530 MAIN STREET
(Street)

CLARENCE, NY 14031

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2016

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)
President and CEO

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	01/25/2016		X		9,025	A	\$ 1.2018	24,025	I	Custodian for Minor Children
Common Stock	01/25/2016		F		8,575	D	\$ 1.265	15,450	I	Custodian for Minor Children
Common Stock								2,292,603	D	
Common Stock								20,000	I	IRA
								2,542,347	I	Manager ⁽¹⁾

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Common
Stock

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

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SEC 1474
(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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant to Purchase	\$ 1.2018	01/25/2016		X	9,025		01/25/2011	01/25/2016	Common Stock	9,025
Warrant to Purchase	\$ 0.6						05/15/2012	05/15/2017	Common Stock	20,000
Warrant to Purchase <u>(1)</u>	\$ 0.6						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
Stock Option (right to buy)	\$ 0.96						02/16/2016	02/16/2025	Common Stock	350,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SICIGNANO HENRY III
9530 MAIN STREET
CLARENCE, NY 14031

X

President and CEO

Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Henry
Sicignano, III

01/27/2016

__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.

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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