

SICIGNANO HENRY III

Form 4

May 21, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2012

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President, Secretary

(Street)

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

CLARENCE, NY 14031

(City) (State) (Zip)

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	05/15/2012		P		20,000	A	11	952,603	D
Common Stock	05/18/2012		A		100,000 (2)	A	\$ 0	1,052,603	D
Common Stock								5,000	I
Common Stock								7,500	I
Common Stock								2,542,347	I
									IRA
									Custodian for Minor Children
									Manager (3)

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant to Purchase	\$ 1	05/15/2012		P		20,000		05/15/2012	05/15/2017	Common Stock	20,000
Stock Option (Right to Buy)	\$ 0.69	05/18/2012		A		100,000		05/18/2012	05/18/2022	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SICIGNANO HENRY III 9530 MAIN STREET CLARENCE, NY 14031	X President, Secretary

Signatures

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

05/21/2012

__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) The reported securities are within 20,000 22nd Century Group units purchased by the reporting person for a purchase price of \$0.60 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock.

(2) Shares granted pursuant to the Issuer's 2010 Equity Incentive Plan. Shares are subject to restrictions on transfer.

(3) 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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