

Cornell James W
Form 4
August 17, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5266 SENECA STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2017

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

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

WEST SENECA, NY 14224

(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)
Common Stock	08/15/2017		X ⁽²⁾	31,500 A	\$ 0.6 176,500	D	
Common Stock	08/15/2017		F	8,553 D	\$ 221 167,947	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Warrant to Purchase	\$ 0.6	08/15/2017		X	31,500	11/09/2012 11/09/2017	Common Stock 3
Non-Qualified Stock Option	\$ 1.39					⁽¹⁾ 05/24/2022	Common Stock 10
Non-Qualified Stock Option	\$ 0.95					03/04/2017 03/04/2021	Common Stock 13
Non-Qualified Stock Option	\$ 1.43					03/03/2015 03/03/2020	Common Stock 10
Non-Qualified Stock Option	\$ 0.8					02/25/2013 02/25/2023	Common Stock 50
Non-Qualified Stock Option	\$ 0.69					05/18/2012 05/18/2022	Common Stock 60

Reporting Owners

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

Signatures

/s/ John Wolfel, Attorney-in-Fact for James W.
Cornell 08/17/2017

 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 April 1, 2018.

(2) The Reporting Owner exercised warrant shares via a cashless exercise.

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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