

Dunn Joseph A
Form 4
August 17, 2017

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

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 *
Dunn Joseph A

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)
87 TRISTAN LANE
(Street)

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

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

AMHERST, NY 14221

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/15/2017 | | X ⁽²⁾ | | 31,500 | A | \$ 0.6 |
| Common Stock | 08/15/2017 | | F | | 8,553 | D | \$ 2.21 |
| | | | | | 116,500 | D | |
| | | | | | 107,947 | D | |

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)

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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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Value of Transaction (Instr. 5 and 6) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| 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 | 03/04/2026 | Common Stock | 13 |
| Non-Qualified Stock Option | \$ 0.69 | | | | | 05/18/2012 | 05/18/2022 | Common Stock | 60 |
| Non-Qualified Stock Option | \$ 1.43 | | | | | 03/03/2016 | 03/03/2020 | Common Stock | 10 |
| Non-Qualified Stock Option | \$ 0.8 | | | | | 02/25/2013 | 02/25/2023 | Common Stock | 50 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dunn Joseph A 87 TRISTAN LANE AMHERST, NY 14221 | | X | | |

Signatures

/s/ John Wolfel, Attorney-in-Fact for Joseph A. Dunn,
Ph.D.

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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