

Dunn Joseph A
 Form 4
 March 04, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Dunn Joseph A

(Last) (First) (Middle)
 87 TRISTAN LANE
 (Street)
 AMHERST, NY 14221
 (City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/28/2019

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)

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/28/2019		A		42,000 (3) \$ 2.41	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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option	\$ 2.76					(1)		03/06/2023		Common Stock	51,724
Non-Qualified Stock Option	\$ 1.39					(2)		05/24/2022		Common Stock	100,000
Non-Qualified Stock Option	\$ 0.95							03/04/2017	03/04/2021	Common Stock	138,375
Non-Qualified Stock Option	\$ 0.69							05/18/2012	05/18/2022	Common Stock	60,000
Non-Qualified Stock Option	\$ 1.43							03/03/2016	03/03/2020	Common Stock	100,000
Non-Qualified Stock Option	\$ 0.8							02/25/2013	02/25/2023	Common Stock	50,000

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.

03/04/2019

__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 March 6, 2019.

(2) Non-Qualified Stock Options which vest 100% on April 1, 2018.

(3) Restricted stock units vest 100% on February 28, 2020, and are subject to continued service by the Reporting Person with the Company.

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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