

SICIGNANO HENRY III
 Form 4
 November 26, 2012

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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 CFO, President, Secretary

CLARENCE, NY 14031
 (City) (State) (Zip)

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

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	11/26/2012		P		100,000	A	\$ 0.17
Common Stock	11/26/2012		P		100,000	A	\$ 0.16
Common Stock					15,000	I	Custodian for Minor Children
Common Stock					20,000	I	IRA
Common Stock					2,542,347	I	Manager ⁽¹⁾

Edgar Filing: SICIGNANO HENRY III - Form 4

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 number.

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)	8. Amount or Number of Shares
Warrant to Purchase	\$ 3					01/25/2011 01/25/2016	Common Stock	69,564
Warrant to Purchase	\$ 1.5					01/25/2011 01/25/2016	Common Stock	15,813
Warrant to Purchase	\$ 3					01/25/2011 01/25/2016	Common Stock	784,600
Warrant to Purchase	\$ 1					05/15/2012 05/15/2017	Common Stock	20,000
Warrant to Purchase	\$ 1					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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	CFO, President, Secretary	

SICIGNANO HENRY III
9530 MAIN STREET
CLARENCE, NY 14031

Signatures

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

11/26/2012

__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) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.