

S&W Seed Co
 Form 4
 February 19, 2015

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 *
GREWAL MARK S

(Last) (First) (Middle)

P.O. BOX 235

(Street)

FIVE POINTS, CA 93624

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
S&W Seed Co [SANW]

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2015

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)
President and CEO

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 Price | | |
| Common Stock | 02/17/2015 | | M | | 175,000 A \$ 4 | 265,807 | D |
| Common Stock | 02/17/2015 | | S | | 5,649 ⁽¹⁾ D \$ 4.75 | 260,158 | D |
| Common Stock | 02/17/2015 | | S | | 900 ⁽¹⁾ D \$ 4.74 | 259,258 | D |
| Common Stock | 02/17/2015 | | S | | 15,100 ⁽¹⁾ D \$ 4.735 | 244,158 | D |
| Common Stock | 02/17/2015 | | S | | 599 ⁽¹⁾ D \$ 4.73 | 243,559 | D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|---------|---------|---|
| Common Stock | 02/17/2015 | S | <u>77,752</u> (1) | D | \$ 4.72 | 165,807 | D |
| Common Stock | 02/17/2015 | S | <u>75,000</u> (1) | D | \$ 4.7 | 90,807 | D |

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

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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 |
| Employee Stock Option (right to buy) | \$ 4 | 02/17/2015 | | M | 100,000 | <u>(2)</u> | 03/09/2015 | Common Stock | 100,000 |
| Employee Stock Option (right to buy) | \$ 4 | 02/17/2015 | | M | 75,000 | <u>(3)</u> | 06/15/2015 | Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREWAL MARK S P.O. BOX 235 FIVE POINTS, CA 93624 | X | | President and CEO | |

Signatures

Mark S. Grewal 02/19/2015

__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 sale was required by and made pursuant to a 10b5-1 Trading Plan, with no discretion exercised by the reporting person.
- (2) The options vested and became exercisable in 12 quarterly installments over three years, commencing on July 1, 2010 and thereafter on the first day of each succeeding fiscal quarter (October 1, January 1, April 1 and July 1) through and including April 1, 2013.
- (3) The options vested and became exercisable in 12 quarterly installments over three years, commencing on July 1, 2010 and thereafter on the first day of each succeeding fiscal quarter (October 1, January 1, April 1 and July 1) through and including April 1, 2013.

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.