

SICIGNANO HENRY III
 Form 4
 May 21, 2012

FORM 4

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

OMB APPROVAL

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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)
 05/15/2012

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

CLARENCE, NY 14031

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/15/2012		P	20,000	A <u>(1)</u> 952,603	D	
Common Stock	05/18/2012		A	<u>100,000</u> ⁽²⁾	A \$ 0 1,052,603	D	
Common Stock					5,000	I	IRA
Common Stock					7,500	I	Custodian for Minor Children
Common Stock					2,542,347	I	Manager ⁽³⁾

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

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(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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Warrant to Purchase	\$ 1	05/15/2012		P	20,000	05/15/2012 05/15/2017	Common Stock 20,000
Stock Option (Right to Buy)	\$ 0.69	05/18/2012		A	100,000	05/18/2012 05/18/2022	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SICIGNANO HENRY III 9530 MAIN STREET CLARENCE, NY 14031	X		President, Secretary	

Signatures

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

05/21/2012

__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) The reported securities are within 20,000 22nd Century Group units purchased by the reporting person for a purchase price of \$0.60 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock.
- (2) Shares granted pursuant to the Issuer's 2010 Equity Incentive Plan. Shares are subject to restrictions on transfer.
- (3) 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.

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