

22nd Century Group, Inc.  
 Form 4  
 December 11, 2013

**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 \*  
 Moynihan Michael Robert

(Last) (First) (Middle)  
 9530 MAIN STREET  
 (Street)

CLARENCE, NY 14031

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/09/2013

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)  
 Vice President of R&D

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 (A) or (D) Price   |  |                                   |
| Common Stock                    | 12/09/2013                           |  |                                | S   | 1,000 D \$ 1.45   | D  |                                   |
| Common Stock                    | 12/09/2013                           |  |                                | S   | 10,000 D \$ 1.47  | D  |                                   |
| Common Stock                    | 12/09/2013                           |  |                                | S   | 4,000 D \$ 1.48   | D  |                                   |

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

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number.

**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 (1)                    | \$ 2.4005  |                                      |  |                                |   | 01/25/2011 01/25/2016                                    | Common Stock  | 298,389                       |
| Warrant to Purchase (1)                    | \$ 1.2672  |                                      |  |                                |   | 01/25/2011 01/25/2016                                    | Common Stock  | 5,895                         |
| Warrant to Purchase (1)                    | \$ 0.6   |                                      |  |                                |   | 05/15/2012 05/15/2017                                    | Common Stock  | 150,000                       |
| Stock Option (right to purchase)           | \$ 0.69  |                                      |  |                                |   | 05/18/2012 05/18/2022                                    | Common Stock  | 100,000                       |
| Stock Option (right to purchase)           | \$ 0.8   |                                      |  |                                |   | 02/25/2013 02/25/2023                                    | Common Stock  | 75,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Moynihan Michael Robert<br>9530 MAIN STREET<br>CLARENCE, NY 14031 |               |           | Vice President of R&D |       |

## Signatures

/s/ Thomas L. James, Attorney-in-Fact for Michael R.  
Moynihan

12/11/2013

\_\_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 exercise price and/or number of shares underlying this security are subject to adjustment as set forth in the applicable warrant agreement.

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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