

Cornell James W  
Form 4  
March 04, 2019

**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 \*  
Cornell James W

(Last) (First) (Middle)

5266 SENECA STREET

(Street)

WEST SENECA, NY 14224

(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  | (A) or (D)   | Price                             |
| Common Stock                    | 02/28/2019                           |  | A                              |   | 42,000<br>(3)   | A  | \$<br>2.41                        |
|                                 |                                      |  |                                |   | 209,947   | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 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                 | \$ 1.43  |                                      |  |                                |   | 03/03/2015 03/03/2020                                    | Common Stock 100,000  |
| Non-Qualified Stock Option                 | \$ 0.8   |                                      |  |                                |   | 02/25/2013 02/25/2023                                    | Common Stock 50,000   |
| Non-Qualified Stock Option                 | \$ 0.69  |                                      |  |                                |   | 05/18/2012 05/18/2022                                    | Common Stock 60,000   |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Cornell James W<br>5266 SENECA STREET<br>WEST SENECA, NY 14224 |               | X         |         |       |

## Signatures

/s/ John Wolfel, Attorney-in-Fact for James W. Cornell 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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