22nd Century Group, Inc.
Form 4
January 27, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SICIGNANO HENRY III

(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]

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	01/25/2016		X		9,025	A	$ 1.2018	24,025	I	Custodian for Minor Children
Common Stock	01/25/2016		F		8,575	D	$ 1.265	15,450	I	Custodian for Minor Children
Common Stock								2,292,603	D	
Common Stock								20,000	I	IRA
								2,542,347	I	Manager (1)

Common Stock

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 or Number of Shares
Warrant to Purchase	$ 1.2018	01/25/2016		X			9,025	01/25/2011	01/25/2016	Common Stock	9,025
Warrant to Purchase	$ 0.6							05/15/2012	05/15/2017	Common Stock	20,000
Warrant to Purchase (1)	$ 0.6							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
Stock Option (right to buy)	$ 0.96							02/16/2016	02/16/2025	Common Stock	350,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SICIGNANO HENRY III 9530 MAIN STREET CLARENCE, NY 14031	X	President and CEO

Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Henry Sicignano, III	01/27/2016
**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.

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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