22nd Century Group, Inc.
Form 4
December 17, 2014

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 *
Pandolfino Joseph

(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)
12/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	12/15/2014		S		6,841	D	$ 1.61 (1)	5,940,258	D	
Common Stock	12/16/2014		S		21,627	D	$ 1.58 (2)	5,918,631	D	
Common Stock	12/17/2014		S		47,300	D	$ 1.64 (3)	5,871,331	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)

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 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrant to Purchase	$ 0.6							11/09/2012	11/09/2017	Common Stock	140,000	
Warrant to Purchase	$ 1.1497							02/08/2012	02/08/2017	Common Stock	180,047	
Warrant to Purchase	$ 2.2136							01/25/2011	01/26/2016	Common Stock	1,903,136	
Warrant to Purchase	$ 1.2018							01/25/2011	01/25/2016	Common Stock	47,088	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pandolfino Joseph 9530 MAIN STREET CLARENCE, NY 14031	X	X		

Signatures

/s/ Joseph Pandolfino	12/17/2014
**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 price reported is an average weighted price. These shares were sold in multiple transactions at prices ranging from $1.58 to $1.69, inclusive. The reporting person undertakes to provide to 22nd Century Group, Inc., any security holder of 22nd Century Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(2) The price reported is an average weighted price. These shares were sold in multiple transactions at prices ranging from $1.57 to $1.59, inclusive. The reporting person undertakes to provide to 22nd Century Group, Inc., any security holder of 22nd Century Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(3) The price reported is an average weighted price. These shares were sold in multiple transactions at prices ranging from $1.58 to $1.69, inclusive. The reporting person undertakes to provide to 22nd Century Group, Inc., any security holder of 22nd Century Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

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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