

Moynihan Michael Robert
 Form 4
 May 21, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 05/17/2013

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)
				(A) or (D)	Price		
Common Stock	05/17/2013		S	V	5,000	D	\$ 0.59 1,018,934 D
Common Stock	05/20/2013		S	V	5,000	D	\$ 0.6 1,013,934 D
Common Stock	05/21/2013		S	V	5,000	D	\$ 0.6 1,008,934 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)	\$ 2.6566					01/25/2011 01/25/2016	Common Stock	269,624
Warrant to Purchase (1)	\$ 1.3605					01/25/2011 01/25/2016	Common Stock	5,458
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 9530 MAIN STREET CLARENCE, NY 14031			Vice President of R&D	

Signatures

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

05/21/2013

__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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