

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * JAMES THOMAS L.		2. Issuer Name and Ticker or Trading Symbol 22nd Century Group, Inc. [XXII]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ VP, General Counsel & Sec'y.	
(Last) (First) (Middle) C/O 22ND CENTURY GROUP, INC., 8560 MAIN STREET, SUITE 4		3. Date of Earliest Transaction (Month/Day/Year) 02/28/2019			
(Street) WILLIMASVILLE, NY 14221		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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	02/28/2019		A		78,000 (4)	A	\$ 2.41	128,000	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$ 2.76						(1) 03/06/2028	Common Stock	117,146		117,146	D	
Stock Option Grant (Right to Buy)	\$ 1.39						(2) 05/24/2027	Common Stock	124,000		124,000	D	
Stock Option Grant	\$ 0.95						(3) 03/04/2026	Common Stock	136,170		136,170	D	
Options to Purchase Common Stock	\$ 2.61						05/01/2017 05/27/2024	Common Stock	300,000		300,000	D	
Stock Option (right to buy)	\$ 0.96						02/16/2016 02/16/2025	Common Stock	197,568		197,568	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMES THOMAS L. C/O 22ND CENTURY GROUP, INC. 8560 MAIN STREET, SUITE 4 WILLIMASVILLE, NY 14221			VP, General Counsel & Sec'y.	

Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Thomas L. James

Signature of Reporting Person

03/04/2019

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) Stock option grant which vests one-third on each of March 6, 2019, March 6, 2020 and March 6, 2021.

(2) Stock option grant which vests one-third on each of April 1, 2018, April 1, 2019 and April 1, 2020.

(3) Stock option grant which vests one-third on each of March 4, 2017, March 4, 2018 and March 4, 2019.

(4) Restricted stock units vest one-third on February 28, 2020, February 28, 2021, and February 28, 2022 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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