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

1. Name and Address of Reporting Person
JAMES THOMAS L.
C/O 22ND CENTURY GROUP, INC., 8560 MAIN STREET, SUITE 4
WILLIMASVILLE, NY 14221

2. Issuer Name and Ticker or Trading Symbol
22nd Century Group, Inc. [XXII]

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2019

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)
Common Stock

2. Transaction Date (Month/Day/Year)
06/17/2019

3. Transaction Code (Instr. 8)
S

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
48,000 D

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
80,000 (1)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
D

(1) Represents 30% of the stock beneficially owned by the Reporting Person.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control 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)
Stock Option (Right to Buy)

2. Conversion or Exercise Price of Derivative Security
$ 2.76

3. Transaction Date (Month/Day/Year)
05/01/2017

4. Transaction Code (Instr. 8)
05/27/2024 Common Stock

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
197,568 D

6. Date Exercisable and Expiration Date (Month/Day/Year)
02/16/2016 02/16/2025

7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Common Stock

8. Price of Derivative Security (Instr. 5)
$ 197,568

9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
197,568 D

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
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</thead>
<tbody>
<tr>
<td>JAMES THOMAS L.</td>
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<tr>
<td>C/O 22ND CENTURY GROUP, INC.</td>
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<tr>
<th></th>
<th>Director</th>
<th>10% Owner</th>
<th>Officer</th>
<th>Other</th>
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<tbody>
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<td></td>
<td></td>
<td></td>
<td>VP, General Counsel &amp; Sec'y.</td>
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**Signatures**

/s/ John J. Wolfel, Attorney-in-Fact for Thomas L. James  
06/19/2019  
Signature of Reporting Person  
Date

**Explanation of Responses:**

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


(1) Includes 78,000 restricted stock units that 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.

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

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

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

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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