

FORM 4

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

OMB APPROVAL	
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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

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* ZERCHER MICHAEL			2. Issuer Name and Ticker or Trading Symbol 22nd Century Group, Inc. [XXII]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and COO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/19/2021			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		
8560 MAIN ST., SUITE 4			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)								
WILLIAMSVILLE, NY 14221								
(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			
Restricted Stock Units	03/19/2021		A		450,000	A	\$ 0 (1)	1,303,953	D	
Restricted Stock Units	03/23/2021		D		215,821	D	\$ 0 (2)	1,088,132	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	(A)	(D)	Date Exercisable	Expiration Date					
Stock option (right to buy)	\$ 3.2	03/19/2021		A		85,000		(3)	03/19/2031	Common Stock	\$ 0	85,000	D	
Stock option (right to buy)	\$ 1.07								08/24/2019	08/24/2026		250,000	D	
Stock option (right to buy)	\$ 1.07								09/09/2019	08/24/2026		300,000	D	
Stock option (right to buy)	\$ 1.07								09/09/2019	08/24/2026		100,000	D	
Stock option (right to buy)	\$ 1.39								04/01/2020	05/24/2027		68,000	D	
Stock option (right to buy)	\$ 2.76								03/06/2021	03/06/2028		77,875	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZERCHER MICHAEL 8560 MAIN ST., SUITE 4 WILLIAMSVILLE, NY 14221			President and COO	

Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Michael Zercher		03/23/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

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 restricted stock units vest 1/3 per year on March 19, 2022, 2023 and 2024, subject to continued service with the Company.
 - (2) Forfeiture of restricted stock units to the issuer for no value.
 - (3) Options vest 1/3 per year on the anniversary of the date of grant, subject to continued service 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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