Wexler Lawrence
Form 4
September 19, 2018

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 *
Wexler Lawrence

(Last) (First) (Middle)

393 CARTER STREET

(Street)

CANAAN, CT 06840

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Turning Point Brands, Inc. [TPB]

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	09/17/2018		M		10,432	A	$ 1.06	345,328	D	
Common Stock	09/17/2018		F(8)		4,965	D	$ 39.98 (7)	340,363	D	
Common Stock	09/18/2018		M		20,864	A	$ 1.06	361,227	D	
Common Stock	09/18/2018		F		9,757	D	$ 41.16	351,470	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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (2008) (5)	$ 1.06	09/17/2018		M			10,432	(1)	11/04/2018	Common Stock	10,432	
Options (2008) (5)	$ 1.06	09/18/2018		M			20,864	(1)	11/04/2018	Common Stock	20,864	
Options (2018) (6)	$ 21.21							(4)	03/07/2028	Common Stock	26,500	
Options (2017) (6)	$ 15.41							(3)	05/17/2027	Common Stock	16,819	
Options (2014) (5)	$ 3.83							(2)	08/08/2024	Common Stock	4,695	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wexler Lawrence 393 CARTER STREET CANAAN, CT 06840	X		President and CEO	

Signatures

Lawrence Wexler	09/19/2018

**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 options vested and became exercisable as to 50% of the underlying shares on November 4, 2008, 16.66% of the underlying shares on January 1, 2009, 16.66% of the underlying shares on January 1, 2010 and the remaining 16.66% of the underlying shares on January 1, 2011.

(2) The options vested and became exercisable as to 50% of the underlying shares on August 8, 2014, 25% of the underlying shares on August 8, 2015 and 25% of the underlying shares on August 8, 2016.

(3) The options vest and become exercisable as to 34% of the underlying shares on January 1, 2018, 33% of the underlying shares on January 1, 2019 and 33% of the underlying shares on January 1, 2020.

(4) The options vest and become exercisable as to 34% of the underlying shares on January 1, 2019, 33% of the underlying shares on January 1, 2020 and 33% of the underlying shares on January 1, 2021.

(5) Granted pursuant to the issuer's 2006 Equity Incentive Plan.

(6) Granted pursuant to the issuer's 2015 Equity Incentive Plan.

(7) Weighted average sale price. On 9/17/2018, the reporting person sold the shares within a range of $39.71 to $40.24. The reporting person will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(8) The shares of common stock were sold by the Reporting Person pursuant to a pre-approved Rule 10b5-1 trading plan to pay the exercise price and tax liability of expiring stock options.

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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