

S&W Seed Co
 Form 4
 October 03, 2014

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 *
 Szot Matthew K

(Last) (First) (Middle)
 P.O. BOX 235
 (Street)
 FIVE POINTS, CA 93624

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 S&W Seed Co [SANW]

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2014

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)
 EVP of Fin. and Admin. and CFO

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	10/01/2014		M ⁽¹⁾	4,722 A	\$ 0	37,809	D
Common Stock	10/01/2014		F ⁽²⁾	2,156 D	\$ 0	35,653	D
Common Stock	10/01/2014		S ⁽³⁾	1,100 D	\$ 4.1191	34,553	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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(4)	10/01/2014		M	4,722	(5) (5)	Common Stock	4,722

Reporting Owners

Reporting Owner Name / Address

Relationships

	Director	10% Owner	Officer	Other
Szot Matthew K P.O. BOX 235 FIVE POINTS, CA 93624			EVP of Fin. and Admin. and CFO	

Signatures

Matthew K. Szot 10/03/2014

**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).

Represents the conversion upon vesting of restricted stock units ("RSUs") into shares of common stock. On March 16, 2013, the

(1) Reporting Person was granted 100,000 RSUs that were previously reported in Table II of Form 4, which was filed with the Securities and Exchange Commission on March 19, 2013.

(2) The Reporting Person is reporting the withholding by the Issuer of 2,156 shares of common stock that vested on October 1, 2014, but which were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the converted common stock to the Reporting Person as of October 1, 2014.

(3) These sales were made pursuant to a Rule 10b5-1 predefined trading plan enacted for tax and planning purposes.

(4) Each RSU is the economic equivalent of one share of the Issuer's common stock.

(5) On March 16, 2013, the Reporting Person was granted 100,000 RSUs, of which 4,722 vested on October 1, 2014. The number of shares of common stock into which such vested RSUs converted on October 1, 2014 is reported in Table I of this Form 4. The remaining

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unvested RSUs will continue to vest in 12 additional quarterly installments of 4,722 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 4,726 RSUs on October 1, 2017, subject to the Reporting Person's continued service with the Issuer through the vesting date. Vested shares will be delivered to the Reporting Person on the settlement date unless the Issuer elects to settle the RSUs in cash or a combination of shares and cash, at the Issuer's discretion.

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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