

S&W Seed Co
Form 4
October 03, 2014

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, 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 *
WICKERSHAM GROVER T

(Last) (First) (Middle)

(Street)

(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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/01/2014 | | M ⁽¹⁾ | 4,222 A \$ 0 | 100,440 | D | |
| Common Stock | | | | | 67,463 | D ⁽²⁾ | |
| Common Stock | | | | | 360,000 | I | By limited partnership ⁽³⁾ |
| Common Stock | | | | | 24,397 | I | By trust ⁽⁴⁾ |
| Common Stock | | | | | 51,022 | I | By corporation |

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 80,000 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 67,463 shares reported hereon are jointly owned by the Reporting Person and his spouse as community property.

The Reporting Person owns 100% of the shares of this limited partnership's general partner. The Reporting Person disclaims beneficial
(3) ownership except to the extent of his pecuniary interest in the limited partnership. The inclusion of these shares in this report on his behalf shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

The Reporting Person is the trustee of his daughter's trust, The Lindsay Anne Wickersham 1999 Irrevocable Trust. The Reporting Person
(4) disclaims beneficial ownership of all of the securities owned by the Trust. The inclusion of these shares in this report on his behalf shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or for any other purposes.

The reporting person owns 100% of the shares of the corporation. The Reporting Person disclaims beneficial ownership except to the
(5) extent of his pecuniary interest in the corporation. The inclusion of these shares in this report on his behalf shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

The Reporting Person owns 75% of the shares of the corporation, and he is an executive officer and director of that corporation. The
(6) Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest in the corporation. The inclusion of these shares in this report on his behalf shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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

On March 16, 2013, the Reporting Person was granted 80,000 RSUs, of which 4,222 vested on October 1, 2014. The numbers of shares
(8) of common stock into which such vested RSUs converted on October 1, 2014 is reported in Table I of this Form 4. The remaining unvested RSUs will continue to vest in 12 additional quarterly installments of 4,222 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 4,226 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.