

LISHMAN ROBERT W  
Form 4  
October 09, 2012

**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 \*  
LISHMAN ROBERT W

(Last) (First) (Middle)

430 CAMBRIDGE AVENUE,  
SUITE 100

(Street)

PALO ALTO, CA 94306

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/04/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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 or Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$0.01 par value	10/04/2012		S	6,500 <sup>(1)</sup>	D \$ 7.75	1,891,105	I By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012		S	100 <sup>(1)</sup>	D \$ 7.76	1,891,005	I By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012		S	600 <sup>(1)</sup>	D \$ 7.77	1,890,405	I By Yellowjacket, LP

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Common Stock, \$0.01 par value	10/04/2012	S	400 <u>(1)</u>	D	\$ 7.78	1,890,005	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	100 <u>(1)</u>	D	\$ 7.79	1,889,905	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	100 <u>(1)</u>	D	\$ 7.8	1,889,805	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	500 <u>(1)</u>	D	\$ 7.81	1,889,305	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	125 <u>(1)</u>	D	\$ 7.82	1,889,180	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	100 <u>(1)</u>	D	\$ 7.84	1,889,080	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	763 <u>(1)</u>	D	\$ 7.87	1,888,317	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	1,700 <u>(1)</u>	D	\$ 7.89	1,886,617	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u>	D	\$ 7.5	1,886,017	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u>	D	\$ 7.51	1,886,017	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	100 <u>(1)</u>	D	\$ 7.52	1,885,917	I	By Yellowjacket, LP
	10/05/2012	S	100 <u>(1)</u>	D	\$ 7.53	1,885,817	I	

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Common Stock, \$0.01 par value									By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <sup>(1)</sup>	D	\$ 7.6	1,885,517	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <sup>(1)</sup>	D	\$ 7.61	1,885,217	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	<u>2,306</u> <sup>(1)</sup>	D	\$ 7.65	1,882,911	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	<u>5,870</u> <sup>(1)</sup>	D	\$ 7.75	1,877,041	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	100 <sup>(1)</sup>	D	\$ 7.755	1,876,941	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <sup>(1)</sup>	D	\$ 7.76	1,876,641	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	<u>2,900</u> <sup>(1)</sup>	D	\$ 7.77	1,873,741	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	200 <sup>(1)</sup>	D	\$ 7.78	1,873,541	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <sup>(1)</sup>	D	\$ 7.8	1,873,241	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	200 <sup>(1)</sup>	D	\$ 7.82	1,873,041	I		By Yellowjacket, LP
						322	D		

Common  
Stock,  
\$0.01 par  
value

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. Nu Deriv Secur Bene Own Follow Rep Trans (Instr
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### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LISHMAN ROBERT W 430 CAMBRIDGE AVENUE, SUITE 100 PALO ALTO, CA 94306		X		

### Signatures

Robert W. Lishman, Jr. 10/09/2012

\*\*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 reporting person is the general partner of Yellowjacket, LP. As such, he is deemed to be the beneficial owner of the portfolio securities owned by the limited partnership. He disclaims beneficial ownership of the securities owned by the limited partnership except

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to the extent of his pecuniary interest, and the inclusion of these shares in this report 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.

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