

S&W Seed Co
Form 4
July 03, 2013

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 *
Sztot 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)
07/01/2013

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)
Sr. VP 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value	07/01/2013		M ⁽¹⁾		19,722	A	\$ 0
					37,277 ⁽²⁾		
Common Stock, \$0.001 par value	07/01/2013		F ⁽³⁾		10,404 ⁽³⁾	D	\$ 0
					26,873		

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. Amount or Number of Shares
Restricted Stock Units	(4)	07/01/2013		M	19,722	(5) (5)	Common Stock	19,722

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szot Matthew K P.O. BOX 235 FIVE POINTS, CA 93624			Sr. VP and CFO	

Signatures

Matthew K. Szot
07/03/2013
 **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 into common stock. On March 16, 2013, the reporting person was granted
- (1) 100,000 restricted stock units, of which 19,722 vested on July 1, 2013. Such restricted stock units were previously reported on Table II of Form 4 filed with the Securities and Exchange Commission on March 19, 2013.
 - (2) Includes 10,404 converted shares that were withheld by the issuer to satisfy the tax withholding requirement upon vesting of restricted stock units. These shares were not issued.
 - (3) Shares withheld by the issuer to satisfy the tax withholding requirement upon vesting of restricted stock units. This is not an open market or private sale of securities.
 - (4) Each restricted stock unit is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on July 1, 2013 was \$8.02.
 - (5)

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On March 16, 2013, the reporting person was granted 100,000 restricted stock units, of which 19,722 vested on July 1, 2013. The common stock into which such vested restricted stock units converted on July 1, 2013 is reported on Table I of this Form 4. The remaining unvested restricted stock units will continue to vest in 17 installments of 4,722 RSUs on the first day of each fiscal quarter, and the 18th installment will vest an aggregate of 4,726 RSUs on the final vesting date of October 1, 2017, subject to the reporting person's continued employment with the issuer through each 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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