

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 *
WICKERSHAM GROVER T

(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)
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)
Chairman of the Board

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)
Common Stock, \$0.001 par value	07/01/2013		M ⁽¹⁾	8,222 A	\$ 0 79,330	D	
Common Stock, \$0.001 par value					67,463	D ⁽²⁾	
Common Stock, \$0.001 par value					24,397	I	By trust ⁽³⁾

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Common Stock, \$0.001 par value	51,022	I	By corporation <u>(4)</u>
Common Stock, \$0.001 par value	23,723	I	By corporation <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	07/01/2013		M	8,222	<u>(7)</u>	<u>(7)</u>	Common Stock	8,222

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WICKERSHAM GROVER T 430 CAMBRIDGE AVENUE, SUITE 100 PALO ALTO, CA 94306	X		Chairman of the Board	

Signatures

Grover T. Wickersham 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) 80,000 restricted stock units, of which 8,222 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) The shares reported herein are jointly owned by the reporting person and his spouse, as community property.

The reporting person is the trustee of his daughter's trust. The reporting person disclaims beneficial ownership of all of the securities

(3) 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 all of the reported shares for purposes of Section 16 or for any other purposes.

(4) The reporting person owns 100% of the shares of the corporation.

The reporting person owns 75% of the shares of the corporation, and he is an executive officer and director of that corporation. He

(5) 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 purposes.

(6) 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.

On March 16, 2013, the reporting person was granted 80,000 restricted stock units, of which 8,222 vested on July 1, 2013. Unvested RSUs will continue to vest in 17 equal installments of 4,222 RSUs on the first day of each fiscal quarter, and the 18th installment will

(7) vest an aggregate of 4,226 RSUs on the final vesting date of October 1, 2017, subject to the reporting person's continued service 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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