LISHMAN ROBERT W

Form 4

October 09, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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January 31,

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol S&W Seed Co [SANW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
3. Date of Earliest Transaction	(Check an applicable)			
(Month/Day/Year)	DirectorX 10% Owner			
10/04/2012	Officer (give title below) Other (specify below)			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Symbol S&W Seed Co [SANW] 3. Date of Earliest Transaction (Month/Day/Year) 10/04/2012 4. If Amendment, Date Original			

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	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, \$0.01 par value	10/04/2012		S	6,500 (1)	D	\$ 7.75	1,891,105	I	By Yellowjacket, LP	
Common Stock, \$0.01 par value	10/04/2012		S	100 (1)	D	\$ 7.76	1,891,005	I	By Yellowjacket, LP	
Common Stock, \$0.01 par value	10/04/2012		S	600 (1)	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 (1) D	\$ 7.78	1,890,005	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	100 (1) D	\$ 7.79	1,889,905	I	By Yellowjacket, LP
Common Stock, \$0.01 par valu	10/04/2012	S	100 (1) 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 (1) 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 D	\$ 7.89	1,886,617	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 (1) D	\$ 7.5	1,886,017	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 (1) D	\$ 7.51	1,886,017	I	By Yellowjacket, LP
Common Stock, \$0.01 par valu	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 <u>(1)</u> D	\$ 7.6	1,885,517	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u> D	\$ 7.6	1 1,885,217	I	By Yellowjacket, LP
Common Stock, \$0.01 par valu	10/05/2012	S	2,306 D	\$ 7.6	5 1,882,911	I	By Yellowjacket, LP
Common Stock, \$0.01 par valu	10/05/2012	S	5,870 D	\$ 7.7	5 1,877,041	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	100 <u>(1)</u> D	\$ 7.755	5 1,876,941	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u> D	\$ 7.7	6 1,876,641	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	2,900 D	\$ 7.7	7 1,873,741	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	200 (1) D	\$ 7.7	8 1,873,541	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 (1) D	\$ 7.8	1,873,241	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	200 (1) D	\$ 7.8	2 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.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exerc Expiration D		7. Title an Amount of		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	3	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr. 3 a	nd 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δn	nount		
								or	ilouiit		
						Date	Expiration		mber		
						Exercisable	Date	of			
				Code V	(A) (D)				ares		

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. 10/09/2012 Lishman, Jr. **Signature of Reporting 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

Reporting Owners 4

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to the extent of his pecuniary interest, and the includion 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.

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.