

LISHMAN ROBERT W
Form 4
October 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 ⁽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 <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 ⁽¹⁾ | D | \$ 7.6 | 1,885,517 | I | | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/05/2012 | S | 300 ⁽¹⁾ | D | \$ 7.61 | 1,885,217 | I | | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/05/2012 | S | <u>2,306</u> ⁽¹⁾ | D | \$ 7.65 | 1,882,911 | I | | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/05/2012 | S | <u>5,870</u> ⁽¹⁾ | D | \$ 7.75 | 1,877,041 | I | | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/05/2012 | S | 100 ⁽¹⁾ | D | \$ 7.755 | 1,876,941 | I | | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/05/2012 | S | 300 ⁽¹⁾ | D | \$ 7.76 | 1,876,641 | I | | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/05/2012 | S | <u>2,900</u> ⁽¹⁾ | D | \$ 7.77 | 1,873,741 | I | | By Yellowjacket, LP |
| Common Stock, \$0.01 par value | 10/05/2012 | S | 200 ⁽¹⁾ | D | \$ 7.78 | 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 | \$ 7.82 | 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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SEC 1474
(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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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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