

NORDSTROM MICHAEL N.  
Form 4  
December 05, 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 \*  
NORDSTROM MICHAEL N.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
222 WEST LACEY BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/03/2012

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

HANFORD, CA 93230

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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. 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 | 12/03/2012                           |  | P                              |   | 43  | A  | \$ 7.37                           | 43  | D <sup>(1)</sup> |
| Common Stock, \$0.001 par value | 12/03/2012                           |  | P                              |   | 200   | A  | \$ 7.38                           | 234 | D <sup>(1)</sup> |
| Common Stock, \$0.001 par value | 12/03/2012                           |  | P                              |   | 100   | A  | \$ 7.377                          | 343 | D <sup>(1)</sup> |

|                                 |            |   |       |   |          |                   |              |  |
|---------------------------------|------------|---|-------|---|----------|-------------------|--------------|--|
| Common Stock, \$0.001 par value | 12/03/2012 | P | 257   | A | \$ 7.399 | 600               | D <u>(1)</u> |  |
| Common Stock, \$0.001 par value | 12/03/2012 | P | 100   | A | \$ 7.4   | 700               | D <u>(1)</u> |  |
| Common Stock, \$0.001 par value | 12/03/2012 | P | 400   | A | \$ 7.37  | 1,100             | D <u>(1)</u> |  |
| Common Stock, \$0.001 par value | 12/03/2012 | P | 200   | A | \$ 7.379 | 1,300             | D <u>(1)</u> |  |
| Common Stock, \$0.001 par value | 12/03/2012 | P | 2,700 | A | \$ 7.4   | 4,000             | D <u>(1)</u> |  |
| Common Stock, \$0.001 par value |            |   |       |   |          | 10,800 <u>(2)</u> | I            | By custodial accounts for son and daughter. <u>(3)</u> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |       |                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|-------|------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                           | Expiration Date  | Title | Amount or Number |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NORDSTROM MICHAEL N.<br>222 WEST LACEY BOULEVARD<br>HANFORD, CA 93230 |               | X         |         |       |

## Signatures

Michael N.  
Nordstrom 12/05/2012

\_\_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) Owned jointly with spouse.

Excludes 5,400 shares previously reported on Form 5 as indirectly beneficially owned. After the end of the issuer's fiscal year, 5,400

(2) shares indirectly owned in a custodial account in the name of one of reporting person's sons was transferred directly into the adult child's name.

Custodial accounts are held for the benefit of the reporting person's college-aged children, the custodian for which is the reporting

(3) person's spouse. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner 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.

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