FORM	4

(Print or Type Re

Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol SG BLOCKS, INC. [SGBX]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
3. Date of Earliest Tr 07/30/2014	ransaction (N	Month	/Day/Yea	r)	X Officer (give title below) Other (specify below) CFO					
4. If Amendment, Da	ate Original	Filed(Month/Day/	r'ear)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
5	Table I - Non-Derivative Securities Acqu					ired, Disposed of, or Beneficially Owned				
ear) any	Code (Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4 and 5)			Owned Following Reported Transaction(s)	Ownership Form: Beneficia	Beneficial			
(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
	SG BLOCKS, IN 3. Date of Earliest Tr 07/30/2014 4. If Amendment, Date 2A. Deemed Execution Date, if any	SG BLOCKS, INC. [SGBX 3. Date of Earliest Transaction (N 07/30/2014 4. If Amendment, Date Original 4. If Amendment, Date Original 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transact Code (Instr. 8)	SG BLOCKS, INC. [SGBX] 3. Date of Earliest Transaction (Month 07/30/2014 4. If Amendment, Date Original Filed(Table I - Non-Dete Execution Date, if any (Month/Day/Year) 3. Transaction (Code (Instr. 8))	SG BLOCKS, INC. [SGBX] 3. Date of Earliest Transaction (Month/Day/Yea 07/30/2014 4. If Amendment, Date Original Filed(Month/Day/Yea Table I - Non-Derivative S 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction 4. Securi (A or D (Instr. 8)	SG BLOCKS, INC. [SGBX] 3. Date of Earliest Transaction (Month/Day/Year) 07/30/2014 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	SG BLOCKS, INC. [SGBX] 3. Date of Earliest Transaction (Month/Day/Year) 07/30/2014 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquired Execution Date, if Code (A) or Disposed of (D) (Instr. 8) (Month/Day/Year) (A) or	SG BLOCKS, INC. [SGBX] (Check all applicat X Officer (give title below) 3. Date of Earliest Transaction (Month/Day/Year) 0fficer (give title below) 07/30/2014 CFO 4. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing(Chec X, Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	SG BLOCKS, INC. [SGBX] (Check all applicable) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) 07/30/2014 X Officer (give title below) Other (specify below) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Lin_X Form filed by One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if Code (A) or Disposed of (D) (Instr. 8) any (A) or (A) or (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 3 and 4)		

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 SEC 1474 (9-02) in this form are not 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)														
Security (Instr. 3)	Conversion	Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code	tion	5. Number of 6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	erivative Derivative ecurity Securities	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)		
				Code	v	(A)		Date Exercisable	Expiration Date		Amount or Number of Shares		Transaction(s) (Instr. 4)	(1) (Instr. 4)	
Stock Option (Right to Buy) (1)	\$ 0.11	07/30/2014		А		1,000,000		<u>(2)</u>	07/29/2024	Common Stock	1,000,000	\$ 0	1,000,000	D	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
WASSERMAN BRIAN A C/O SG BLOCKS, INC. 3 COLUMBUS CIRCLE, 16TH FLOOR NEW YORK, NY 10019	Х		CFO				

Signatures

/s/ Brian Wasserman	07/31/2014
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) Acquired pursuant to Issuer's 2014 Incentive Stock Plan.

(2) 333,333 options vest on July 30, 2014; 333,333 options vest on July 30, 2015; and 333,334 options vest on July 30, 2016.

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.