

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Armstrong Stevan		2. Issuer Name and Ticker or Trading Symbol SG BLOCKS, INC. [SGBX***]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ President and COO	
(Last) (First) (Middle) C/O SG BLOCKS, INC., 195 MONTAGUE STREET		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2016			
(Street) BROOKLYN, NY 11201		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2016		J(1)		36,476 (2)	A	\$ 0	36,476	I (2)	By SMA Development Group, LLC

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

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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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 0.01 (3)	11/01/2016		A(4)		131,031	(5)	10/31/2026	Common Stock	131,031	\$ 0	131,031	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armstrong Stevan C/O SG BLOCKS, INC. 195 MONTAGUE STREET BROOKLYN, NY 11201			President and COO	

Signatures

/s/ Stevan Armstrong	11/03/2016
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) These securities were acquired pursuant to the Issuer's Amended Plan of Reorganization, approved by the U.S. Bankruptcy Court for the Southern District of New York on May 23, 2016 (the "Plan").
Shares are held by SMA Development Group, LLC, an entity controlled by Mr. Armstrong. Mr. Armstrong specifically disclaims beneficial ownership of the shares of common stock
- (2) held by SMA Development Group, LLC, except to the extent of his pecuniary interest therein, and this filing shall not be deemed to be an admission that Mr. Armstrong is the beneficial owner of such shares of common stock.
- (3) The exercise price will be the greater of \$0.01 and fair market value, which will be determined within 90 days of the date of the grant.
- (4) The options were issued pursuant to the Plan under the Issuer's Stock Option Plan.

(5) 65,515 of the underlying shares of common stock have vested as of the date of grant and the remaining 65,516 underlying shares will vest, subject to the Reporting Person's continued employment, in two equal installments on each of November 1, 2017 and November 1, 2018.

Remarks:

***The Issuer currently intends to apply for quotation or listing under this symbol in the future.

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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