

21ST CENTURY HOLDING CO
Form 4
December 07, 2006

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 *
LAWSON MICHELE

2. Issuer Name and Ticker or Trading Symbol
21ST CENTURY HOLDING CO
[TCHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

3661 WEST OAKLAND PARK
BLVD, SUITE 300

12/05/2006

(Street)

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

LAUDERDALE LAKES, FL 33311

(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 Price (D) | | |
| Common Stock | 12/05/2006 | | S | | 93 | D | \$ 25.99 386,228 D |
| Common Stock | 12/05/2006 | | S | | 500 | D | \$ 26 385,728 D |
| Common Stock | 12/05/2006 | | S | | 100 | D | \$ 26.01 385,628 D |
| Common Stock | 12/05/2006 | | S | | 100 | D | \$ 26.02 385,528 D |
| Common Stock | 12/05/2006 | | S | | 207 | D | \$ 26.05 385,321 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 12/05/2006 | S | 4,787 | D | \$ 26.1 | 380,534 | D |
| Common Stock | 12/05/2006 | S | 1,448 | D | \$ 26.11 | 379,086 | D |
| Common Stock | 12/05/2006 | S | 900 | D | \$ 26.12 | 378,186 | D |
| Common Stock | 12/05/2006 | S | 952 | D | \$ 26.13 | 377,234 | D |
| Common Stock | 12/05/2006 | S | 400 | D | \$ 26.14 | 376,834 | D |
| Common Stock | 12/05/2006 | S | 1,600 | D | \$ 26.15 | 375,234 | D |
| Common Stock | 12/05/2006 | S | 1,887 | D | \$ 26.16 | 373,347 | D |
| Common Stock | 12/05/2006 | S | 1,289 | D | \$ 26.17 | 372,058 | D |
| Common Stock | 12/05/2006 | S | 1,113 | D | \$ 26.18 | 370,945 | D |
| Common Stock | 12/05/2006 | S | 600 | D | \$ 26.19 | 370,345 | D |
| Common Stock | 12/05/2006 | S | 1,900 | D | \$ 26.2 | 368,445 | D |
| Common Stock | 12/05/2006 | S | 1,124 | D | \$ 26.21 | 367,321 | D |
| Common Stock | 12/05/2006 | S | 300 | D | \$ 26.22 | 367,021 | D |
| Common Stock | 12/05/2006 | S | 700 | D | \$ 26.25 | 366,321 | D |
| Common Stock | 12/05/2006 | S | 172 | D | \$ 26.3 | 366,149 | D |
| Common Stock | 12/05/2006 | S | 100 | D | \$ 26.35 | 366,049 | D |
| Common Stock | 12/05/2006 | S | 100 | D | \$ 26.37 | 365,949 | D |
| Common Stock | 12/05/2006 | S | 112 | D | \$ 26.38 | 365,837 | D |
| Common Stock | 12/05/2006 | S | 200 | D | \$ 26.4 | 365,637 | D |
| Common Stock | 12/05/2006 | S | 2,000 | D | \$ 26.55 | 363,637 | D |
| | 12/05/2006 | S | 1,201 | D | \$ 26.6 | 362,436 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|------------------------|---|---------------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 12/05/2006 | | S | 299 | D | \$ 26.61 | 362,137 | D | |
| Common Stock | 12/05/2006 | | S | 500 | D | \$ 26.63 | 361,637 | D | |
| Common Stock | 12/05/2006 | | S | 500 | D | \$ 26.64 | 361,137 ⁽¹⁾ | D | |
| Common Stock | | | | | | | 528,216 | I | Held by spouse, Edward J Lawson |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 15.79 | | | | | 12/05/2006 ⁽²⁾ 12/05/2011 | Common Stock | 100,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAWSON MICHELE
3661 WEST OAKLAND PARK BLVD, SUITE 300
LAUDERDALE LAKES, FL 33311

X

Signatures

Michele V.
Lawson

12/07/2006

__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 sale of directly owned common stock is continued on a second Form 4 to be filed by Michele V. Lawson.
 - (2) The options vest 20% per year.

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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