

LAWSON MICHELE
Form 4
December 10, 2007

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)
3661 WEST OAKLAND PARK
BLVD, SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2007

___ Director ___ 10% Owner
___ Officer (give title below) Other (specify below)
Co-Founder

LAUDERDALE LAKES, FL 33311

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					233,465	D	
Common Stock					518,216	I	Held by spouse, Edward J Lawson
Common Stock					10,000	I	Held by daughter

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)		
					Code	V	(A)	(D)		Title	Amount or Number of Shares	
Options	\$ 13.17	12/06/2007		A		500			12/06/2008 ⁽¹⁾	12/06/2013	Common Stock	500
Options	\$ 15.79								12/05/2006 ⁽¹⁾	12/05/2011	Common Stock	100,000
Options	\$ 27.79								12/15/2007 ⁽²⁾	12/15/2011	Common Stock	25,000
Options	\$ 13.17								12/06/2008 ⁽¹⁾	12/06/2013	Common Stock	500

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

Co-Founder

Signatures

Michele V.
Lawson

12/10/2007

Date

Signature of
Reporting Person

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) Options vest 20% per year.
- (2) Options vest 100% one year after grant date.

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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