

21ST CENTURY HOLDING CO  
 Form 4  
 November 28, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/27/2006**

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

(Street)  
**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/27/2006		S	100	D \$ 27.53	9,100 <sup>(1)</sup>	I In custodial acct for minor child
Common Stock	11/27/2006		S	100	D \$ 27.54	9,000	I In custodial acct for minor child
	11/27/2006		S	900	D	8,100	I

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Common Stock						\$ 27.56			In custodial acct for minor child
Common Stock	11/27/2006	S	100	D	\$ 27.64	8,000	I		In custodial acct for minor child
Common Stock	11/27/2006	S	2,300	D	\$ 27.7	5,700	I		In custodial acct for minor child
Common Stock	11/27/2006	S	400	D	\$ 27.71	5,300	I		In custodial acct for minor child
Common Stock	11/27/2006	S	300	D	\$ 27.72	5,000	I		In custodial acct for minor child
Common Stock	11/27/2006	S	300	D	\$ 27.74	4,700	I		In custodial acct for minor child
Common Stock	11/27/2006	S	200	D	\$ 27.76	4,500	I		In custodial acct for minor child
Common Stock	11/27/2006	S	500	D	\$ 27.77	4,000	I		In custodial acct for minor child
Common Stock	11/28/2006	S	365	D	\$ 25.66	3,635	I		In custodial acct for minor child
	11/28/2006	S	100	D		3,535	I		

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Common Stock						\$ 25.71			In custodial acct for minor child
Common Stock	11/28/2006	S	400	D	\$ 25.75	3,135	I		In custodial acct for minor child
Common Stock	11/28/2006	S	110	D	\$ 25.76	3,025	I		In custodial acct for minor child
Common Stock	11/28/2006	S	100	D	\$ 25.83	2,925	I		In custodial acct for minor child
Common Stock	11/28/2006	S	100	D	\$ 25.88	2,825	I		In custodial acct for minor child
Common Stock	11/28/2006	S	300	D	\$ 25.89	2,525	I		In custodial acct for minor child
Common Stock	11/28/2006	S	100	D	\$ 25.93	2,425	I		In custodial acct for minor child
Common Stock	11/28/2006	S	400	D	\$ 26.2	2,025	I		In custodial acct for minor child
Common Stock	11/28/2006	S	200	D	\$ 26.21	1,825	I		In custodial acct for minor child
	11/28/2006	S	1,000	D		825	I		

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Common Stock						\$ 26.24			In custodial acct for minor child
Common Stock	11/28/2006		S	400	D	\$ 26.38	425	I	In custodial acct for minor child
Common Stock	11/28/2006		S	100	D	\$ 26.4	325	I	In custodial acct for minor child
Common Stock	11/28/2006		S	225	D	\$ 26.42	100	I	In custodial acct for minor child
Common Stock	11/28/2006		S	100	D	\$ 26.43	0	I	In custodial acct for minor child
Common Stock							386,321	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.

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SEC 1474  
(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.
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	Code	V	Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Options					12/05/2006 <sup>(2)</sup>	12/05/2011	Common Stock	100,000
								\$ 15.79

## 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                                      11/28/2006

\_\_Signature of                                      Date  
 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).

This Form 4 filed by Michele V. Lawson is a continuation of the sale of common stock from the custodial account of a minor child to

(1) which Mrs. Lawson is the custodian. The balance of TCHC common stock in the custodial account for a minor is 0 after reported transactions.

(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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