

21ST CENTURY HOLDING CO  
Form 4  
December 11, 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)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

3661 WEST OAKLAND PARK  
BLVD, SUITE 300

12/07/2006

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 12/07/2006                           |  | S                              |   | 75,551  | D  | \$ 26 252,770   |
| Common Stock                    | 12/07/2006                           |  | S                              |   | 2,800   | D  | \$ 26.01 249,970                                      |
| Common Stock                    | 12/07/2006                           |  | S                              |   | 305   | D  | \$ 26.02 249,665                                      |
| Common Stock                    | 12/07/2006                           |  | S                              |   | 700   | D  | \$ 26.1 248,965                                       |
| Common Stock                    | 12/07/2006                           |  | S                              |   | 5,500   | D  | \$ 26.11 243,465                                      |

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|              |            |  |   |   |        |   |          |         |   |                                 |
|--------------|------------|--|---|---|--------|---|----------|---------|---|---------------------------------|
| Common Stock | 12/07/2006 |  | G | V | 10,000 | D | <u>1</u> | 233,465 | D |                                 |
| Common Stock |            |  |   |   |        |   |          | 528,216 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|-------------------------------|
| Options                                    | \$ 15.79   |                                      |  | Code V                         | (A) (D)   | Date Exercisable 12/05/2006 <sup>(2)</sup> Expiration Date 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 12/11/2006

\_\_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) Shares gifted to daughter.
- (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. 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.