

21ST CENTURY HOLDING CO  
Form 4  
May 14, 2008

**FORM 4**

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

OMB APPROVAL

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**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 EDWARD J**

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)  
**05/12/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO & Chairman**

**3661 WEST OAKLAND PARK BLVD., SUITE 300**

(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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	05/12/2008		S		8,282	D	\$ 11.75 509,934 D
Common Stock	05/12/2008		S		300	D	\$ 11.76 509,634 D
Common Stock	05/12/2008		S		200	D	\$ 11.77 509,434 D
Common Stock	05/12/2008		S		819	D	\$ 11.85 508,615 D
Common Stock	05/12/2008		S		100	D	\$ 11.86 508,515 D

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Common Stock	05/12/2008	S	100	D	\$ 11.87	508,415	D
Common Stock	05/12/2008	S	500	D	\$ 11.88	507,915	D
Common Stock	05/12/2008	S	4,517	D	\$ 11.89	503,398	D
Common Stock	05/12/2008	S	2,229	D	\$ 11.9	501,169	D
Common Stock	05/12/2008	S	800	D	\$ 11.91	500,369	D
Common Stock	05/12/2008	S	200	D	\$ 11.93	500,169	D
Common Stock	05/12/2008	S	100	D	\$ 11.94	500,069	D
Common Stock	05/12/2008	S	100	D	\$ 11.95	499,969	D
Common Stock	05/12/2008	S	100	D	\$ 11.96	499,869	D
Common Stock	05/13/2008	S	6,193	D	\$ 11.5	493,676	D
Common Stock	05/13/2008	S	3,611	D	\$ 11.51	490,065	D
Common Stock	05/13/2008	S	900	D	\$ 11.52	489,165	D
Common Stock	05/13/2008	S	286	D	\$ 11.53	488,879	D
Common Stock	05/13/2008	S	400	D	\$ 11.54	488,479	D
Common Stock	05/13/2008	S	1,600	D	\$ 11.62	486,879	D
Common Stock	05/13/2008	S	200	D	\$ 11.64	486,679	D
Common Stock	05/13/2008	S	2,850	D	\$ 11.65	483,829	D
Common Stock	05/13/2008	S	1,300	D	\$ 11.66	482,529	D
Common Stock	05/13/2008	S	200	D	\$ 11.67	482,329	D
Common Stock	05/13/2008	S	3,200	D	\$ 11.7	479,129	D
	05/13/2008	S	20	D		479,109	D

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Common Stock						\$ 11.71			
Common Stock	05/13/2008		S	500	D	\$ 11.72	478,609	D	
Common Stock	05/13/2008		S	300	D	\$ 11.73	478,309	D	
Common Stock							233,465	I	Held by spouse, Michele V 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.

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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. Amount or Number of Shares
Options	\$ 15.79					12/05/2006 <sup>(1)</sup> 12/05/2011	Common Stock	100,000
Options	\$ 27.79					12/15/2007 <sup>(2)</sup> 12/15/2011	Common Stock	25,000
Options	\$ 13.17					12/06/2008 <sup>(1)</sup> 12/06/2013	Common Stock	500
Options	\$ 13.56					01/30/2009 <sup>(3)</sup> 01/30/2013	Common Stock	4,500
Options	\$ 13.17					12/06/2008 <sup>(1)</sup> 12/06/2013	Common Stock	500

