

SIMBERG BRUCE
Form 4
August 23, 2012

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 *
SIMBERG BRUCE

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)
14050 N.W. 14 STREET, SUITE 180
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

SUNRISE, FL 33323

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	08/21/2012		P	1,000	A	\$ 5.0428	280,865	D
Common Stock	08/21/2012		P	1,000	A	\$ 5.0884	281,865	D
Common Stock	08/21/2012		P	2,000	A	\$ 5.09	283,865	D
Common Stock	08/21/2012		P	1,000	A	\$ 5.094	284,865	D
Common Stock	08/21/2012		P	1,000	A	\$ 5.0979	285,865	D

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Common Stock	08/21/2012	P	1,000	A	\$ 5.0999	286,865	D
Common Stock	08/21/2012	P	2,500	A	\$ 5.1	289,365	D
Common Stock	08/21/2012	P	400	A	\$ 5.1599	289,765	D
Common Stock	08/21/2012	P	2,000	A	\$ 5.1995	291,765	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	\$ 13.17					12/06/2008 ⁽¹⁾ 12/06/2013	Common Stock	500
Options	\$ 12.58					01/30/2009 ⁽¹⁾ 01/30/2014	Common Stock	4,500
Options	\$ 4.73					01/02/2010 ⁽²⁾ 01/02/2019	Common Stock	25,000
Options	\$ 2.45					08/22/2012 ⁽²⁾ 08/22/2021	Common Stock	10,000
Options	\$ 4.4					04/06/2013 ⁽²⁾ 04/06/2022	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SIMBERG BRUCE
14050 N.W. 14 STREET
SUITE 180
SUNRISE, FL 33323

X

Chairman of the Board

Signatures

/s/ Bruce F.
Simberg

08/23/2012

__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 options vest 20% per year.
 - (2) The options vest 33 1/3% 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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