

21ST CENTURY HOLDING CO
Form 4
May 05, 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 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)

3661 WEST OAKLAND PARK BLVD., SUITE 300

(Street)

LAUDERDALE LAKES, FL 33311

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2006

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

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

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)
				Code	V	Amount			
Common Stock	05/05/2006		G ⁽¹⁾	V	15,000	D	\$ 511,892	D	
Common Stock	05/05/2006		X		9,000	A	\$ 6.667	520,892	D
Common Stock	05/05/2006		S		47,846	D	\$ 17.75	473,046	D
Common Stock	05/05/2006		S		100	D	\$ 17.76	472,946	D
Common Stock	05/05/2006		S		124	D	\$ 17.89	472,822	D

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Common Stock	05/05/2006	S	50	D	\$ 17.9	472,772	D	
Common Stock	05/05/2006	S	1,630	D	\$ 18	471,142	D	
Common Stock	05/05/2006	S	100	D	\$ 18.04	471,042	D	
Common Stock	05/05/2006	S	150	D	\$ 18.06	470,892	D	
Common Stock						374,645	I	Held by spouse, Mchele V Lawson
Common Stock						25,425	I	In custodial acct of minor child

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Options	\$ 6.667	05/05/2006		X	4,500	06/06/2001	06/06/2010	Common Stock	4,500
Options	\$ 6.667	05/05/2006		X	4,500	06/05/2002	06/05/2011	Common Stock	4,500
Options	\$ 15.79					12/05/2006 ⁽²⁾	12/05/2011	Common Stock	100,000
Options	\$ 8.333					06/04/2003 ⁽³⁾	06/04/2008	Common Stock	57,324

Options \$ 8.333 06/04/2003⁽³⁾ 06/04/2008 Common Stock 11,676

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON EDWARD J 3661 WEST OAKLAND PARK BLVD., SUITE 300 LAUDERDALE LAKES, FL 33311	X	X	President, CEO & Chairman	

Signatures

Edward J. Lawson 05/05/2006

**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.
- (2) The options vest 20% per year.
- (3) The options are fully vested.

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.