

21ST CENTURY HOLDING CO

Form 4

May 05, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAWSON MICHELE

(Last) (First) (Middle)

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

(Street)

LAUDERDALE LAKES, FL 33311

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**21ST CENTURY HOLDING CO
[TCHC]**

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/05/2006		G ⁽¹⁾	V	15,000	D	<u>11</u>	415,645	D	
Common Stock	05/05/2006		X		9,000	A	\$ 6.667	424,645	D	
Common Stock	05/05/2006		S		47,846	D	\$ 17.75	376,799	D	
Common Stock	05/05/2006		S		100	D	\$ 17.76	376,699	D	
Common Stock	05/05/2006		S		124	D	\$ 17.89	376,575	D	

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Common Stock	05/05/2006	S	50	D	\$ 17.9	376,525	D	
Common Stock	05/05/2006	S	1,630	D	\$ 18	374,895	D	
Common Stock	05/05/2006	S	100	D	\$ 18.04	374,795	D	
Common Stock	05/05/2006	S	150	D	\$ 18.06	374,645	D	
Common Stock						470,892	I	By spouse, Edward J Lawson
Common Stock						25,425	I	In custodial acct for minor child

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying 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	\$ 8.333							06/04/2003 ⁽²⁾	06/04/2008	Common Stock	11,676
Options	\$ 8.333							06/04/2002 ⁽²⁾	06/04/2008	Common Stock	57,324

Options	\$ 15.79	12/05/2006 ⁽³⁾	12/05/2011	Common Stock	100,000
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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	05/05/2006
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__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 are fully vested.

(3) 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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