

21ST CENTURY HOLDING CO
Form 4
February 19, 2003

Form 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, DC 20549**

OMB APPROVAL
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[] Check box if no longer
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Form 4 or Form 5
obligations may
continue. See
instructions 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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

| | | | | | | | | |
|-----------------------------------------------------------------------|---------|----------|-------------------------------------------------------------------------------------------|------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person* Lawson, Michele V. | | | 2. Issuer Name and Ticker or Trading Symbol 21st Century Holding Company (TCHC) | | | 6. Relationship of Reporting Person(s) to Issuer | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year 02/18/2003 | | (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) Treasurer and Vice Pres-Agency Operations | | |
| 4161 NW 5 Street | | | | | | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person | | |
| Plantation, Florida 33317 | | | | | | | | |
| (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 Transactions (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 | 02/18/2003 | | S (1) | | 1,000 | D | 9.74 | | | |
| Common Stock | 02/18/2003 | | S (1) | | 1,000 | D | 9.77 | 540,089 | D | |
| Common Stock | | | | | | | | 540,089 | I | By Spouse, Edward J Lawson |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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 control number.

(Over)
SEC 1474
(9-02)

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) |
|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|--------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| | | | | | | | 06/04/2003 (2) | 06/04/2008 | Common Stock | 100,000 | 12.50 | 100,000 | I |
| | | | | | | | 06/04/2003 (2) | 06/04/2008 | Common Stock | 50,000 | 12.50 | 50,000 | D |
| | | | | | | | 06/05/2002 (3) | 06/05/2011 | Common Stock | 3,000 | 10.00 | 3,000 | I |
| | | | | | | | 06/05/2002 (3) | 06/05/2011 | Common Stock | 3,000 | 10.00 | 3,000 | D |
| | | | | | | | 06/06/2001 (4) | 06/06/2010 | Common Stock | 3,000 | 10.00 | 3,000 | I |
| | | | | | | | 06/06/2001 (4) | 06/06/2010 | Common Stock | 3,000 | 10.00 | 3,000 | D |
| | | | | | | | 09/16/1999 (5) | 09/16/2008 | Common Stock | 16,000 | 10.00 | 16,000 | I |
| | | | | | | | 09/16/1999 (5) | 09/16/2008 | Common Stock | 10,000 | 10.00 | 10,000 | D |

Explanation of Responses:

1. This proposed sale is pursuant to a previously adopted plan dated 12/30/2002 intended to comply with Rule 10B5-1C.
2. The options vest 20% per year beginning June 4, 2003.
3. The options vest 25% per year beginning June 5, 2002.
4. The options vest 25% per year beginning June 6, 2001.
5. The options vest 25% per year beginning September 16, 1999.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Michele V. Lawson

02/18/2003

**Signature of Reporting Person
Michele V. Lawson

Date

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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