

LAWSON MICHELE
Form 4
December 10, 2007

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 MICHELE

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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2007

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Co-Founder

LAUDERDALE LAKES, FL 33311

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | | | | | 233,465 | D | |
| Common Stock | | | | | 518,216 | I | Held by spouse, Edward J 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.

Persons who 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.

SEC 1474
(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) | | Title | Amount or Number of Shares | |
| Options | \$ 13.17 | 12/06/2007 | | A | | 500 | | | 12/06/2008 ⁽¹⁾ | 12/06/2013 | Common Stock | 500 |
| Options | \$ 15.79 | | | | | | | | 12/05/2006 ⁽¹⁾ | 12/05/2011 | Common Stock | 100,000 |
| Options | \$ 27.79 | | | | | | | | 12/15/2007 ⁽²⁾ | 12/15/2011 | Common Stock | 25,000 |
| Options | \$ 13.17 | | | | | | | | 12/06/2008 ⁽¹⁾ | 12/06/2013 | Common Stock | 500 |

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

Co-Founder

Signatures

Michele V.
Lawson

12/10/2007

Date

Signature of
Reporting Person

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) Options vest 20% per year.
- (2) Options vest 100% one year after grant 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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