

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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**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)

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

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

3661 WEST OAKLAND PARK  
BLVD, SUITE 300

05/05/2006

(Street)

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

LAUDERDALE LAKES, FL 33311

(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)
				Code	V	Amount			
Common Stock	05/05/2006		G <sup>(1)</sup>	V	15,000	D	\$ 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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**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	\$ 8.333					06/04/2003 <sup>(2)</sup>	06/04/2008	Common Stock	11,676
Options	\$ 8.333					06/04/2002 <sup>(2)</sup>	06/04/2008	Common Stock	57,324

