

DORF CARL
Form 4
October 22, 2004

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 *
DORF CARL

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)
06/03/2003

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

3661 WEST OAKLAND PARK
BLVD., SUITE 300

(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)
Common Stock	06/03/2003 ⁽¹⁾		L	A (1)	\$ 33.8983 (2)	I	Held by Dorf Trust ⁽¹⁾
Common Stock	09/03/2003 ⁽¹⁾		L	A (1)	\$ 15.4 6,069.1613 (2)	I	Held by Dorf Trust ⁽¹⁾
Common Stock	12/02/2003 ⁽¹⁾		L	A (1)	\$ 15.43 6,108.4951 (2)	I	Held by Dorf Trust ⁽¹⁾
Common	08/18/2004 ⁽³⁾		S	D	\$ 19.9 8,734.4951	I	Held by

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Stock				<u>(3)</u>	<u>(2)</u>			Dorf Trust <u>(3)</u>	
Common Stock	08/18/2004 <u>(3)</u>	S	500	D <u>(3)</u>	\$ 7,984.4951 <u>(2)</u>	19.91	I	Held by Dorf Trust <u>(3)</u>	
Common Stock							14,250 <u>(2)</u>	I	Held by Dorf Partners 2001 LP
Common Stock							1,500 <u>(2)</u>	I	Held jointly with spouse <u>(4)</u>
Common Stock							900 <u>(2)</u>	I	Held by Spouse's child <u>(5)</u>
Common Stock							59,400 <u>(2)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Options <u>(6)</u>	\$ 8.333 <u>(2)</u>			Code V (A) (D)		Date Exercisable: 06/04/2003 Expiration Date: 06/04/2008	Common Stock	15,000 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORF CARL 3661 WEST OAKLAND PARK BLVD., SUITE 300 LAUDERDALE LAKES, FL 33311				X

Signatures

/s/ Carl Dorf 10/22/2004

__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 acquired through a dividend reinvestment option on the account, which shares were inadvertently omitted from the previously reported total.
 - (2) All share totals have been adjusted for the issuer's 3-for-2 stock split in September 2004.
 - (3) Shares owned with spouse that were subsequently transferred to an account controlled by the reporting person's spouse. Shares sold were sold due to margin call by broker. The reporting person disclaims beneficial ownership of these shares.
 - (4) Shares remaining jointly owned with spouse.
 - (5) The reporting person no longer has investment authority over this account and disclaims beneficial ownership of these shares.
 - (6) 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.