

21ST CENTURY HOLDING CO  
Form 4  
February 23, 2006

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
LINDER KENT M

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/21/2006

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Recently Resigned COO

(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)
				(A) or (D)	Price		
				Code V	Amount		
COMMON STOCK	02/21/2006		X	D	\$ 2,000	D	
COMMON STOCK	02/21/2006		X	D	\$ 1,900	D	
COMMON STOCK	02/22/2006		X	D	\$ 1,000	D	
COMMON STOCK	02/22/2006		X	A	\$ 1,000	D	
COMMON STOCK	02/22/2006		X	D	\$ 885	D	

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COMMON STOCK	02/22/2006	X	1,115	D	\$ 16.36	52,075	D
COMMON STOCK	02/22/2006	X	200	D	\$ 16.4	51,875	D
COMMON STOCK	02/22/2006	X	612	D	\$ 16.41	51,263	D
COMMON STOCK	02/22/2006	X	188	D	\$ 16.42	51,075	D
COMMON STOCK	02/22/2006	X	3,900	D	\$ 17	47,175	D
COMMON STOCK	02/22/2006	X	600	D	\$ 17.01	46,575	D
COMMON STOCK	02/22/2006	X	1,700	D	\$ 17.05	44,875	D
COMMON STOCK	02/22/2006	X	200	D	\$ 17.06	44,675	D
COMMON STOCK	02/22/2006	X	100	D	\$ 17.08	44,575	D
COMMON STOCK	02/22/2006	X	100	D	\$ 17.09	44,475	D
COMMON STOCK	02/22/2006	X	500	D	\$ 17.1	43,975	D
COMMON STOCK	02/22/2006	X	100	D	\$ 17.11	43,875	D
COMMON STOCK	02/22/2006	X	100	D	\$ 17.13	43,775	D
COMMON STOCK	02/22/2006	X	500	D	\$ 17.15	43,275	D
COMMON STOCK	02/22/2006	X	200	D	\$ 17.19	43,075	D
COMMON STOCK	02/22/2006	X	300	D	\$ 17.7	42,775	D
COMMON STOCK	02/22/2006	X	200	D	\$ 17.74	42,575	D
COMMON STOCK	02/22/2006	X	1,100	D	\$ 18	41,475	D
COMMON STOCK	02/22/2006	X	800	D	\$ 18.01	40,675	D
COMMON STOCK	02/22/2006	X	100	D	\$ 18.06	40,575	D
	02/22/2006	X	325	D		40,250	D

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COMMON STOCK					\$					18.08	
COMMON STOCK	02/22/2006		X	100	D	\$				40,150 <sup>(1)</sup>	D
						18.26					

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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of
				Code	V (A) (D)				
OPTIONS	\$ 9.167	02/21/2006		X	3,900	06/04/2003 <sup>(2)</sup>	04/30/2006	COMMON STOCK	3
OPTIONS	\$ 9.167	02/22/2006		X	15,925	06/04/2003 <sup>(2)</sup>	04/30/2006	COMMON STOCK	15

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

LINDER KENT M  
3661 WEST OAKLAND PARK BLVD  
SUITE 300  
LAUDERDALE LAKES, FL 33311

Recently Resigned COO

## Signatures

Kent M. Linder 02/23/2006

\*\*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) Represents total amount of shares owned after all reported transactions.

(2) Options are fully vested.

(3) Represents total stock options remaining exercisable at 9.167 after all reported transactions.

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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