

21ST CENTURY HOLDING CO  
 Form 4  
 May 16, 2008

**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 EDWARD J**

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)  
**05/14/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO & Chairman**

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/14/2008		S	1,408	D \$ 11.53	475,401	D
Common Stock	05/14/2008		S	635	D \$ 11.58	474,766	D
Common Stock	05/14/2008		S	200	D \$ 11.6	474,566	D
Common Stock	05/14/2008		S	2,500	D \$ 11.62	472,066	D
Common Stock	05/14/2008		S	600	D \$ 11.63	471,466	D

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Common Stock	05/15/2008	S	1,063	D	\$ 11.01	470,403	D	
Common Stock	05/15/2008	S	400	D	\$ 11.02	470,003	D	
Common Stock	05/15/2008	S	136	D	\$ 11.1	469,867	D	
Common Stock	05/15/2008	S	700	D	\$ 11.12	469,167	D	
Common Stock	05/15/2008	S	12,449	D	\$ 11.32	456,718	D	
Common Stock	05/15/2008	S	2,274	D	\$ 11.33	454,444	D	
Common Stock	05/15/2008	S	426	D	\$ 11.34	454,018	D	
Common Stock	05/15/2008	S	100	D	\$ 11.35	453,918	D	
Common Stock	05/15/2008	S	1,000	D	\$ 11.36	452,918	D	
Common Stock	05/15/2008	S	351	D	\$ 11.37	452,567	D	
Common Stock	05/15/2008	S	900	D	\$ 11.38	451,667	D	
Common Stock	05/15/2008	S	2,400	D	\$ 11.4	449,267	D	
Common Stock	05/15/2008	S	100	D	\$ 11.41	449,167	D	
Common Stock						233,465	I	Held by spouse, Michele V 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.

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(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. TransactionNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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