

SIMBERG BRUCE  
Form 4  
May 23, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
SIMBERG BRUCE

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)  
14050 N.W. 14 STREET, SUITE 180  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/21/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

SUNRISE, FL 33323

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	05/21/2012		P	2,300	A \$ 3.95	232,165	D
Common Stock	05/21/2012		P	200	A \$ 3.955	232,365	D
Common Stock	05/21/2012		P	500	A \$ 3.958	232,865	D
Common Stock	05/21/2012		P	3,000	A \$ 3.9593	235,865	D
Common Stock	05/21/2012		P	2,600	A \$ 3.9596	238,465	D

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Common Stock	05/21/2012	P	100	A	\$ 3.96	238,565	D
Common Stock	05/21/2012	P	1,200	A	\$ 3.9633	239,765	D
Common Stock	05/21/2012	P	500	A	\$ 3.97	240,265	D
Common Stock	05/21/2012	P	1,000	A	\$ 3.977	241,265	D
Common Stock	05/21/2012	P	500	A	\$ 3.978	241,765	D
Common Stock	05/21/2012	P	600	A	\$ 3.9799	242,365	D
Common Stock	05/21/2012	P	4,000	A	\$ 3.98	246,365	D
Common Stock	05/21/2012	P	200	A	\$ 4.005	246,565	D
Common Stock	05/21/2012	P	400	A	\$ 4.0075	246,965	D
Common Stock	05/21/2012	P	3,051	A	\$ 4.01	250,016	D
Common Stock	05/21/2012	P	200	A	\$ 4.075	250,216	D
Common Stock	05/21/2012	P	600	A	\$ 4.0899	250,816	D
Common Stock	05/21/2012	P	1,200	A	\$ 4.09	252,016	D
Common Stock	05/21/2012	P	700	A	\$ 4.0991	252,716	D
Common Stock	05/21/2012	P	2,100	A	\$ 4.0999	254,816	D
Common Stock	05/21/2012	P	1,400	A	\$ 4.1	256,216	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)

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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. De Se (In			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 13.17							12/06/2008 <sup>(1)</sup>	12/06/2013	Common Stock	500
Options	\$ 12.58							01/30/2009 <sup>(1)</sup>	01/30/2014	Common Stock	4,500
Options	\$ 4.73							01/02/2010 <sup>(2)</sup>	01/02/2019	Common Stock	25,000
Options	\$ 2.45							08/22/2012 <sup>(2)</sup>	08/22/2021	Common Stock	10,000
Options	\$ 4.4							04/06/2013 <sup>(2)</sup>	04/06/2022	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMBERG BRUCE 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323	X			Chairman of the Board

## Signatures

/s/ Bruce F. Simberg  
05/23/2012

\*\*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) The options vest 20% per year.
- (2) The options vest 33 1/3% per year.

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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