#### LAWSON MICHELE

Form 4

December 06, 2005

## FORM 4

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

**OMB APPROVAL** 

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* LAWSON MICHELE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

21ST CENTURY HOLDING CO [TCHC]

(Check all applicable)

(Last)

(First) (Middle)

3. Date of Earliest Transaction

Director Officer (give title

X\_\_ 10% Owner \_ Other (specify

3661 WEST OAKLAND PARK

(Street)

LAUDERDALE LAKES, FL 33311

below)

BLVD, SUITE 300

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

(Month/Day/Year)

12/02/2005

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative Se	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4	osed o	of (D)	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	12/02/2005		<u>J(1)</u>	430,645	D	(1)	430,645	I	By Michele Lawson Flint Trust
Common Stock							532,892	I	By Edward Lawson Flint Trust
Common Stock							25,425	I	In custodial acct for

minor child

8. Price of Derivative Security (Instr. 5)

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 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. Transactic Code (Instr. 8)	5. DrNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (2)	<u>(2)</u>					<u>(2)</u>	(2)	Common Stock	20,676
Options (3)	(3)					(3)	(3)	Common Stock	66,324

### **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
LAWSON MICHELE 3661 WEST OAKLAND PARK BLVD, SUITE 300 LAUDERDALE LAKES, FL 33311		X				

### **Signatures**

12/06/2005			
12/00/2003			
Date			

Reporting Owners 2

#### Edgar Filing: LAWSON MICHELE - Form 4

### **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 transferred from individual account to the Michele Lawson Flint Trust on 12/2/05.
- (2) Mrs. Lawson has 20,676 fully vested stock options granted to her with various grant dates, expiration dates, and grant prices.
- (3) Mr. Lawson has 66,324 fully vested stock options granted to him with various grant dates, expiration dates, and grant prices.

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.