

LAWSON MICHELE
Form 4
December 07, 2006

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 *
LAWSON MICHELE

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)
12/05/2006

___ Director ___X___ 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)

___X___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/05/2006 | | S | | 600 | D | \$ 26.65 |
| Common Stock | 12/05/2006 | | S | | 748 | D | \$ 26.67 |
| Common Stock | 12/05/2006 | | S | | 200 | D | \$ 26.68 |
| Common Stock | 12/05/2006 | | S | | 52 | D | \$ 26.7 |
| Common Stock | 12/05/2006 | | S | | 100 | D | \$ 26.77 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|---------------------------------|
| Common Stock | 12/05/2006 | S | 816 | D | \$ 26.9 | 358,621 | D | |
| Common Stock | 12/05/2006 | S | 500 | D | \$ 26.91 | 358,121 | D | |
| Common Stock | 12/05/2006 | S | 1,800 | D | \$ 27.17 | 356,321 | D | |
| Common Stock | 12/06/2006 | S | 19,089 | D | \$ 26.1 | 337,232 | D | |
| Common Stock | 12/06/2006 | S | 1,827 | D | \$ 26.11 | 335,405 | D | |
| Common Stock | 12/06/2006 | S | 1,348 | D | \$ 26.12 | 334,057 | D | |
| Common Stock | 12/06/2006 | S | 500 | D | \$ 26.13 | 333,557 | D | |
| Common Stock | 12/06/2006 | S | 1,000 | D | \$ 26.15 | 332,557 | D | |
| Common Stock | 12/06/2006 | S | 1,685 | D | \$ 26.16 | 330,872 | D | |
| Common Stock | 12/06/2006 | S | 215 | D | \$ 26.17 | 330,657 | D | |
| Common Stock | 12/06/2006 | S | 136 | D | \$ 26.18 | 330,521 | D | |
| Common Stock | 12/06/2006 | S | 200 | D | \$ 26.2 | 330,321 | D | |
| Common Stock | 12/06/2006 | S | 200 | D | \$ 26.21 | 330,121 | D | |
| Common Stock | 12/06/2006 | S | 100 | D | \$ 26.22 | 330,021 | D | |
| Common Stock | 12/06/2006 | S | 500 | D | \$ 26.25 | 329,521 | D | |
| Common Stock | 12/06/2006 | S | 700 | D | \$ 26.27 | 328,821 | D | |
| Common Stock | 12/06/2006 | S | 500 | D | \$ 26.36 | 328,321 | D | |
| Common Stock | | | | | | 528,216 | I | Held by spouse, Edward J Lawson |

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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 15.79 | | | | | 12/05/2006 ⁽²⁾ 12/05/2011 | Common Stock | 100,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAWSON MICHELE
3661 WEST OAKLAND PARK BLVD, SUITE 300
LAUDERDALE LAKES, FL 33311

X

Signatures

Michele V. Lawson 12/07/2006

**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) This Form 4 filed by Michele V. Lawson is a continuation of the sale of directly owned common stock.
- (2) The options vest 20% 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. 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.