

21ST CENTURY HOLDING CO
 Form 4
 February 21, 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 *
LINDER KENT M

(Last) (First) (Middle)
 3661 WEST OAKLAND PARK
 BLVD, SUITE 300
 (Street)

LAUDERDALE LAKES, FL 33311

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 21ST CENTURY HOLDING CO
 [TCHC]

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title ___X___ Other (specify below) below)
 Recently Resigned COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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	02/15/2006		X	V	\$ 17.05	D	
COMMON STOCK	02/16/2006		X	V	\$ 16.99	D	
COMMON STOCK	02/17/2006		X	V	\$ 16.4	D	
COMMON STOCK	02/17/2006		X	V	\$ 16.45	D	(1)

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. 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)	Amount or Number of Shares
OPTIONS	\$ 6.667	02/15/2006		X	1,500	12/09/1999 ⁽²⁾ 04/30/2006	COMMON STOCK	1,7
OPTIONS	\$ 6.667	02/16/2006		X	1,800	12/09/1999 ⁽²⁾ 04/30/2006	COMMON STOCK	1,8
OPTIONS	\$ 6.667	02/17/2006		X	2,706	12/09/1999 ⁽²⁾ 04/30/2006	COMMON STOCK	2,7
OPTIONS	\$ 9.167	02/17/2006		X	1,794	06/04/2003 ⁽²⁾ 04/30/2006	COMMON STOCK	1,7

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 02/17/2006

**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).

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- (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. 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.