

21ST CENTURY HOLDING CO  
Form 4/A  
May 21, 2008

**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 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)

LAUDERDALE LAKES, FL 33311

(City) (State) (Zip)

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

05/16/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CEO & Chairman

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

05/16/2008

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 05/16/2008                           |  | S                              |   | 215 D \$ 11.32  | 448,952  | D   |
| Common Stock                    | 05/16/2008                           |  | S                              |   | 1,100 D \$ 11.3236  | 447,852  | D   |
| Common Stock                    | 05/16/2008                           |  | S                              |   | 1,300 D \$ 11.33  | 446,552  | D   |
| Common Stock                    | 05/16/2008                           |  | S                              |   | 1,200 D \$ 11.3367  | 445,352  | D   |
|                                 |                                      |  |                                |   |   | 233,465  | I   |

|              |  |  |  |        |   |  |                                  |
|--------------|--|--|--|--------|---|--|----------------------------------|
| Common Stock |  |  |  |        |   |  | 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 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 <sup>(2)</sup> 12/05/2011                     | Common Stock  | 100,000                       |
| Options                                    | \$ 27.79   |                                      |  |                                |   | 12/15/2007 <sup>(3)</sup> 12/15/2011                     | Common Stock  | 25,000                        |
| Options                                    | \$ 13.17   |                                      |  |                                |   | 12/06/2008 <sup>(2)</sup> 12/06/2013                     | Common Stock  | 500                           |
| Options                                    | \$ 13.56   |                                      |  |                                |   | 01/30/2009 <sup>(4)</sup> 01/30/2013                     | Common Stock  | 4,500                         |
| Options                                    | \$ 13.17   |                                      |  |                                |   | 12/06/2008 <sup>(2)</sup> 12/06/2013                     | Common Stock  | 500                           |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

LAWSON EDWARD J  
3661 WEST OAKLAND PARK BLVD., SUITE 300 X CEO & Chairman  
LAUDERDALE LAKES, FL 33311

## Signatures

Edward J. 05/21/2008  
Lawson

    \*\*Signature of Date  
Reporting Person

## 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) There was a typographical error in the sale price reported on the prior Form 4 report filed on 5/20/2008. The actual price was 11.3236, not 141.3236.
  - (2) Options vest 20% per year.
  - (3) Options are fully vested.
  - (4) Options vest 25% 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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