

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-06**  
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### REPORTING OWNER

#### LAWSON MICHELE

CIK: **1077610**

Type: **4** | Act: **34** | File No.: **000-25001** | Film No.: **071295710**

Mailing Address

3661 WEST OAKLAND PARK  
BLVD  
SUITE 300  
LAUDERDALE LAKES FL  
33311

Business Address

9543081253

### ISSUER

#### 21ST CENTURY HOLDING CO

CIK: **1069996** | IRS No.: **650248866** | State of Incorporation: **FL** | Fiscal Year End: **1231**

SIC: **6331** Fire, marine & casualty insurance

Mailing Address

3661 WEST OAKLAND PARK  
BLVD  
SUITE 300  
LAUDERDALE LAKES FL  
33311

Business Address

3661 WEST OAKLAND PARK  
BLVD  
SUITE 300  
LAUDERDALE LAKES FL  
33311  
9545819993

# 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

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. Name and Address of Reporting Person <b>LAWSON MICHELE</b>			2. Issuer Name and Ticker or Trading Symbol <b>21ST CENTURY HOLDING CO [TCHC]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Co-Founder</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/06/2007</b>		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
3661 WEST OAKLAND PARK BLVD, SUITE 300			4. If Amendment, Date Original Filed(Month/Day/Year)				
(Street) <b>LAUDERDALE LAKES, FL 33311</b>							
(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								233,465	D	
Common Stock								518,216	I	Held by spouse, Edward J Lawson
Common Stock								10,000	I	Held by daughter

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options	\$13.17	12/06/2007		A		500		12/06/2008 (L)	12/06/2013	Common Stock	500	\$13.17	500	D	
Options	\$15.79							12/05/2006 (L)	12/05/2011	Common Stock	100,000		100,000	I	Held by spouse Edward

														J Lawson	
Options	\$27.79							12/15/2007 <sup>(2)</sup>	12/15/2011	Common Stock	25,000		25,000	I	Held by spouse Edward J Lawson
Options	\$13.17							12/06/2008 <sup>(1)</sup>	12/06/2013	Common Stock	500		500	I	Held by spouse Edward J Lawson

**Explanation of Responses:**

1. Options vest 20% per year.
2. Options vest 100% one year after grant date.

**Signatures**

Michele V. Lawson

\*\* Signature of Reporting Person

12/10/2007

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**