

21ST CENTURY HOLDING CO  
Form 4  
February 27, 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 \*  
Jennings James Gordon III

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)  
02/26/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Accounting Officer

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

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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
| Common Stock                    | 02/26/2008                           |  | X                              | V   | 2,475   | \$ 9.167   | 2,475                             | D |
| Common Stock                    | 02/26/2008                           |  | S                              |   | 928   | \$ 13.2  | 1,547                             | D |
| Common Stock                    | 02/26/2008                           |  | S                              |   | 100   | \$ 13.21   | 1,447                             | D |
| Common Stock                    | 02/26/2008                           |  | S                              |   | 1,047   | \$ 13.22   | 400                               | D |
| Common Stock                    | 02/26/2008                           |  | S                              |   | 400   | \$ 13.45   | 0                                 | D |

|              |        |   |                                |
|--------------|--------|---|--------------------------------|
| Common Stock | 15,000 | I | Held in joint acct with spouse |
|--------------|--------|---|--------------------------------|

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)          | (D)                        |
| Options                                    | \$ 9.167   | 02/26/2008                           |  | X                              | 2,475   | 06/04/2003 <sup>(1)</sup>                                | 06/04/2008  | Common Stock | 2,475                      |
| Options                                    | \$ 16  |                                      |  |                                |   | 05/06/2005 <sup>(1)</sup>                                | 05/06/2010  | Common Stock | 30,000                     |
| Options                                    | \$ 15.79   |                                      |  |                                |   | 12/05/2006 <sup>(1)</sup>                                | 12/05/2011  | Common Stock | 10,000                     |
| Options                                    | \$ 13.17   |                                      |  |                                |   | 12/06/2008 <sup>(1)</sup>                                | 12/06/2013  | Common Stock | 500                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Jennings James Gordon III<br>3661 WEST OAKLAND PARK BLVD.<br>SUITE 300<br>LAUDERDALE LAKES, FL 33311 |               |           | Chief Accounting Officer |       |

## Signatures

James Gordon  
Jennings, III

02/27/2008

\_\_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) 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.  
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