

21ST CENTURY HOLDING CO

Form 4

March 12, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DORF CARL

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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2009

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

LAUDERDALE LAKES, FL 33311

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|--------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/10/2009 | | P | | 12,624 | A | \$ 1.65 | 12,624 | I | Held by Carl Dorf Rollover IRA |
| Common Stock | 03/10/2009 | | P | | 8 | A | \$ 1.9 | 12,632 | I | Held by Carl Dorf Rollover IRA |
| Common Stock | 03/10/2009 | | P | | 200 | A | \$ 1.94 | 12,832 | I | Held by Carl Dorf Rollover |

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| | | | | | | | | |
|--------------|------------|---|--------|---|---------|-----------------------|---|--|
| Common Stock | 03/10/2009 | P | 46,792 | A | \$ 1.95 | 59,624 | I | IRA Held by Carl Dorf Rollover IRA |
| Common Stock | | | | | | 54,164 ⁽¹⁾ | I | Held by Dorf Trust |
| Common Stock | | | | | | 1,500 | I | Held jointly with Spouse |

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 displays a currently valid OMB control number.

SEC 1474
(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 |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | |
| Options | \$ 15.79 | | | | | 12/05/2006 ⁽²⁾ | 12/05/2011 | Common Stock | | 10,000 |
| Options | \$ 13.17 | | | | | 12/06/2008 ⁽²⁾ | 12/06/2013 | Common Stock | | 500 |
| Options | \$ 12.58 | | | | | 01/30/2008 ⁽²⁾ | 01/30/2014 | Common Stock | | 4,500 |
| Options | \$ 4.73 | | | | | 01/02/2010 ⁽³⁾ | 01/02/2019 | Common Stock | | 15,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DORF CARL
3661 WEST OAKLAND PARK BLVD., SUITE 300 X
LAUDERDALE LAKES, FL 33311

Signatures

Carl Dorf 03/11/2009

**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 total includes 5,764 shares that were held by Dorf Partners that have been transferred to the Dorf Trust.
- (2) The options vest 20% per year.
- (3) The options vest 33 1/3% 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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