

SIMBERG BRUCE

Form 4

May 23, 2012

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SIMBERG BRUCE

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)  
14050 N.W. 14 STREET, SUITE  
180

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/21/2012

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☒ Other (specify  
Chairman of the Board

(Street)

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

SUNRISE, FL 33323

(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 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)
Common Stock	05/21/2012		P	2,300	A \$ 3.95	232,165	D
Common Stock	05/21/2012		P	200	A \$ 3.955	232,365	D
Common Stock	05/21/2012		P	500	A \$ 3.958	232,865	D
Common Stock	05/21/2012		P	3,000	A \$ 3.9593	235,865	D
Common Stock	05/21/2012		P	2,600	A \$ 3.9596	238,465	D

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Common Stock	05/21/2012	P	100	A	\$ 3.96	238,565	D
Common Stock	05/21/2012	P	1,200	A	\$ 3.9633	239,765	D
Common Stock	05/21/2012	P	500	A	\$ 3.97	240,265	D
Common Stock	05/21/2012	P	1,000	A	\$ 3.977	241,265	D
Common Stock	05/21/2012	P	500	A	\$ 3.978	241,765	D
Common Stock	05/21/2012	P	600	A	\$ 3.9799	242,365	D
Common Stock	05/21/2012	P	4,000	A	\$ 3.98	246,365	D
Common Stock	05/21/2012	P	200	A	\$ 4.005	246,565	D
Common Stock	05/21/2012	P	400	A	\$ 4.0075	246,965	D
Common Stock	05/21/2012	P	3,051	A	\$ 4.01	250,016	D
Common Stock	05/21/2012	P	200	A	\$ 4.075	250,216	D
Common Stock	05/21/2012	P	600	A	\$ 4.0899	250,816	D
Common Stock	05/21/2012	P	1,200	A	\$ 4.09	252,016	D
Common Stock	05/21/2012	P	700	A	\$ 4.0991	252,716	D
Common Stock	05/21/2012	P	2,100	A	\$ 4.0999	254,816	D
Common Stock	05/21/2012	P	1,400	A	\$ 4.1	256,216	D

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)

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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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 13.17							12/06/2008 <sup>(1)</sup>	12/06/2013	Common Stock	500
Options	\$ 12.58							01/30/2009 <sup>(1)</sup>	01/30/2014	Common Stock	4,500
Options	\$ 4.73							01/02/2010 <sup>(2)</sup>	01/02/2019	Common Stock	25,000
Options	\$ 2.45							08/22/2012 <sup>(2)</sup>	08/22/2021	Common Stock	10,000
Options	\$ 4.4							04/06/2013 <sup>(2)</sup>	04/06/2022	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMBERG BRUCE 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323	X			Chairman of the Board

## Signatures

/s/ Bruce F.  
Simberg

05/23/2012

\*\*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) The options vest 20% per year.

(2) 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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