

21ST CENTURY HOLDING CO

Form 4/A

December 11, 2008

**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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response... 0.5

(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)  
**1786 VALENZANO WAY**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/21/2008**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
Shareholder

**HENDERSON, NV 89012**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**11/26/2008**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common <sup>(1)</sup>	11/21/2008		J		1,897	D	\$ 3.75
							383,979
common <sup>(1)</sup>	11/21/2008		J		2,000	D	\$ 3.78
							381,979
common <sup>(1)</sup>	11/21/2008		J		5	D	\$ 3.79
							381,974
common <sup>(1)</sup>	11/21/2008		J		1,686	D	\$ 3.8
							380,288
common <sup>(1)</sup>	11/21/2008		J		2,309	D	\$ 3.87
							377,979
common <sup>(1)</sup>	11/21/2008		J		197	D	
							377,782

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					\$		
					3.88		
common <sup>(1)</sup>	11/21/2008	J	1,803	D	\$	375,979	D
					3.89		
common <sup>(1)</sup>	11/21/2008	J	1,600	D	\$	374,379	D
					3.9		
common <sup>(1)</sup>	11/21/2008	J	181	D	\$	374,198	D
					3.96		
common <sup>(1)</sup>	11/21/2008	J	819	D	\$	373,379	D
					3.98		
common <sup>(1)</sup>	11/21/2008	J	100	D	\$	373,279	D
					3.99		
common <sup>(1)</sup>	11/21/2008	J	10,900	D	\$	362,379	D
					4		
common <sup>(1)</sup>	11/21/2008	J	200	D	\$	362,179	D
					4.02		
common <sup>(1)</sup>	11/21/2008	J	114	D	\$	362,065	D
					4.05		
common <sup>(1)</sup>	11/21/2008	J	389	D	\$	361,676	D
					4.06		
common <sup>(1)</sup>	11/21/2008	J	1,000	D	\$	360,676	D
					4.09		

common					233,465	I	Held by spouse Michele V. Lawson
common					10,000	I	Held by daughter

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins
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4, and 5)

						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>options (2)</u>	\$ 15.79	Code	V	(A)	(D)	12/05/2006	12/05/2011	commom	100,000
<u>options (3)</u>	\$ 27.79					12/15/2007	12/15/2011	common	25,000
<u>options (2)</u>	\$ 13.17					12/06/2008	12/06/2013	common	500
<u>options (4)</u>	\$ 13.56					01/30/2009	01/30/2013	common	4,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON EDWARD J 1786 VALENZANO WAY HENDERSON, NV 89012				Shareholder

## Signatures

Edward J.  
Lawson

12/11/2008

                    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) the pruchase transactionr reproted on November 21, 2008 are cancelled.
- (2) option vest 20% per year
- (3) options are fully vested
- (4) options vest 25% per year

### Remarks:

the purchase transactions listed herein have been cancelled as of Nov. 21, 2008.

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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