

21ST CENTURY HOLDING CO

Form 4

May 25, 2005

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 *
LAWSON MICHELE

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)
05/24/2005

____ Director ____X____ 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)
X 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	05/24/2005		J(1)		150,000 (1)	\$ 12.65	435,645	D	
Common Stock							572,892	I	By Spouse Edward J Lawson
Common Stock							25,425	I	In custodial acct for minor child

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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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (2)	(2)					(2)	(2)	Common Stock	20,676
Options (3)	(3)					(3)	(3)	Common Stock	66,324

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAWSON MICHELE 3661 WEST OAKLAND PARK BLVD, SUITE 300 LAUDERDALE LAKES, FL 33311	X

Signatures

Michele V.
Lawson 05/25/2005

**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) Shares sold in a transaction covered by a resale registration statement, SEC File No. 333-124842, declared effective on May 23, 2005.

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(2) Mrs. Lawson has 20,676 fully vested stock options granted to her with various grant dates, expiration dates, and grant prices.

(3) Mr. Lawson has 66,324 fully vested stock options granted to him with various grant dates, expiration dates, and grant prices.

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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