

21ST CENTURY HOLDING CO

Form 4

November 17, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WIDDICOMBE RICHARD A**

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**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/15/2005**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Recent Resign Director & CEO

(Street)

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

**LAUDERDALE LAKES, X1 33311**

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/09/2005		A		3,500	A	<u>11</u>	52,250	D
Common Stock	11/15/2005		X		17,525	D	\$ 11.8	84,325	D
Common Stock	11/15/2005		X		1,675	D	\$ 11.81	82,650	D
Common Stock	11/15/2005		X		3,000	D	\$ 11.82	79,650	D
Common Stock	11/15/2005		X		4,600	D	\$ 11.83	75,050	D

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Common Stock	11/15/2005	X	597	D	\$ 11.84	74,453	D	
Common Stock	11/15/2005	X	1,600	D	\$ 11.85	72,853	D	
Common Stock	11/15/2005	X	2,000	D	\$ 11.87	70,853	D	
Common Stock	11/15/2005	X	400	D	\$ 11.88	70,453	D	
Common Stock	11/15/2005	X	1,000	D	\$ 11.89	69,453	D	
Common Stock	11/15/2005	X	4,503	D	\$ 11.9	64,950	D	
Common Stock	11/15/2005	X	600	D	\$ 11.91	64,350	D	
Common Stock	11/15/2005	X	4,500	D	\$ 12	59,850	D	
Common Stock	11/15/2005	X	4,000	D	\$ 12.01	55,850	D	
Common Stock	11/15/2005	X	900	D	\$ 12.02	54,950	D	
Common Stock	11/15/2005	X	300	D	\$ 12.03	54,650	D	
Common Stock	11/15/2005	X	600	D	\$ 12.05	54,050	D	
Common Stock	11/15/2005	X	1,600	D	\$ 12.06	52,450	D	
Common Stock	11/15/2005	X	200	D	\$ 12.07	52,250	D	
Common Stock						3,083	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 6.667	11/15/2005	X		15,000		11/29/2000	11/29/2009	Common Stock	15,000
Options	\$ 8.333	11/15/2005	X		34,600		06/04/2003 <sup>(2)</sup>	06/04/2008	Common Stock	34,600

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

WIDDICOMBE RICHARD A  
3661 WEST OAKLAND PARK BLVD, SUITE 300  
LAUDERDALE LAKES, X1 33311

Recent Resign Director & CEO

## Signatures

Richard A.  
Widdicombe 11/17/2005

\_\_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) These shares were issued pursuant to shareholder approval at the Company's Annual Shareholder's Meeting held on August 9, 2005 and were inadvertently not reported.

(2) The options are fully vested

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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