LAWSON EDWARD J

Form 4

Common

Common

Stock

December 30, 2005

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAWSON EDWARD J Issuer Symbol 21ST CENTURY HOLDING CO (Check all applicable) [TCHC] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director X__ 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 3661 WEST OAKLAND PARK 12/30/2005 President, CEO & Chairman BLVD., SUITE 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LAUDERDALE LAKES, FL 33311 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Month/Day/Year) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price V Amount (D) Code Common 12/30/2005 G V 6,000 0 D D <u>(1)</u> Stock By Edward Common Ι 526,892 Lawson Stock Flint Trust

By Michele

In

Lawson Flint Trust

430,645

25,425

Ι

I

Stock

custodial acct of minor child

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 15.79					12/05/2006(2)	12/05/2011	Common Stock	100,000
Options (3)	<u>(3)</u>					<u>(3)</u>	(3)	Common Stock	66,324
Options (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	20,676

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of the control of the cont	Director	10% Owner	Officer	Other		
LAWSON EDWARD J 3661 WEST OAKLAND PARK BLVD., SUITE 300 LAUDERDALE LAKES, FL 33311	X	X	President, CEO & Chairman			

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Signatures

Edward J. 12/30/2005 Lawson

**Signature of Date
Reporting Person

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 gifted to family members.
- (2) The options vest 20% per year.
- (3) Mr. Lawson has 66,324 fully vested stock options granted to him with various grant dates, expiration dates, and grant prices.
- (4) Mrs. Lawson has 20,676 fully vested stock options granted to her 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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