

21ST CENTURY HOLDING CO

Form 4

February 25, 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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(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)

**3661 WEST OAKLAND PARK
BLVD, SUITE 300**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2008

☒ Director ☐ 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)
☒ 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 | 02/21/2008 | | X | | 9,430 | A | \$ 6.667 | 146,680 | D |
| Common Stock | 02/21/2008 | | S | | 1,690 | D | \$ 13.4512 | 144,990 | D |
| Common Stock | 02/21/2008 | | S | | 1,000 | D | \$ 13.453 | 143,990 | D |
| Common Stock | 02/21/2008 | | S | | 1,000 | D | \$ 13.454 | 142,990 | D |
| Common Stock | 02/21/2008 | | S | | 1,000 | D | \$ 13.456 | 141,990 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock | 02/21/2008 | S | 1,000 | D | \$ 13.457 | 140,990 | D |
| Common Stock | 02/21/2008 | S | 1,000 | D | \$ 13.462 | 139,990 | D |
| Common Stock | 02/21/2008 | S | 1,000 | D | \$ 13.483 | 138,990 | D |
| Common Stock | 02/21/2008 | S | 1,000 | D | \$ 13.5002 | 137,990 | D |
| Common Stock | 02/21/2008 | S | 740 | D | \$ 13.5268 | 137,250 | D |
| Common Stock | 02/22/2008 | X | 4,070 | A | \$ 6.667 | 141,320 | D |
| Common Stock | 02/22/2008 | X | 1,030 | A | \$ 8.333 | 142,350 | D |
| Common Stock | 02/22/2008 | S | 686 | D | \$ 13.11 | 141,664 | D |
| Common Stock | 02/22/2008 | S | 114 | D | \$ 13.12 | 141,550 | D |
| Common Stock | 02/22/2008 | S | 1,000 | D | \$ 13.16 | 140,550 | D |
| Common Stock | 02/22/2008 | S | 700 | D | \$ 13.26 | 139,850 | D |
| Common Stock | 02/22/2008 | S | 200 | D | \$ 13.27 | 139,650 | D |
| Common Stock | 02/22/2008 | S | 1,000 | D | \$ 13.3 | 138,650 | D |
| Common Stock | 02/22/2008 | S | 1,400 | D | \$ 13.33 | 137,250 | 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)

| 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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(Instr. 3, 4,
and 5)

| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------|----------|------------|------|---|-----|-------|---------------------------|-----------------|--------------|----------------------------|
| Options | \$ 6.667 | 02/21/2008 | X | | | 4,500 | 11/05/1999 ⁽¹⁾ | 11/05/2008 | Common Stock | 4,500 |
| Options | \$ 6.667 | 02/21/2008 | X | | | 4,500 | 06/06/2001 ⁽¹⁾ | 06/06/2010 | Common Stock | 4,500 |
| Options | \$ 6.667 | 02/21/2008 | X | | | 430 | 06/05/2002 ⁽¹⁾ | 06/05/2011 | Common Stock | 430 |
| Options | \$ 6.667 | 02/22/2008 | X | | | 4,070 | 06/05/2002 ⁽¹⁾ | 06/05/2011 | Common Stock | 4,070 |
| Options | \$ 8.333 | 02/22/2008 | X | | | 1,030 | 06/04/2003 ⁽¹⁾ | 06/04/2011 | Common Stock | 1,030 |
| Options | \$ 15.79 | | | | | | 12/05/2006 ⁽²⁾ | 12/05/2011 | Common Stock | 10,000 |
| Options | \$ 13.17 | | | | | | 12/06/2008 ⁽²⁾ | 12/06/2013 | Common Stock | 500 |
| Options | \$ 12.58 | | | | | | 01/30/2009 ⁽²⁾ | 01/30/2014 | Common Stock | 4,500 |

Reporting Owners

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

Signatures

Bruce Simberg 02/25/2008

**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) Options are fully vested.

(2) Options vest 20% 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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