

LAWSON EDWARD J

Form 4/A

April 02, 2009

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

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(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 VALANZANO WAY

(Street)

HENDERSON, NV 89012

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/10/2009

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
former officer/ director

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
common	03/06/2009		P		500 \$ 1.5	384,479	D
common	03/06/2009		P		5,100 \$ 1.48	389,579	D
common	03/06/2009		P		100 \$ 1.46	389,679	D
common	03/06/2009		P		4,300 \$ 1.45	393,979	D
common	03/06/2009		P		901 \$ 1.6	394,880	D
common	03/06/2009		P		2,100 \$ 1.6	396,980	D
common	03/06/2009		P		200 \$ 1.6	397,180	D

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					\$			
					1.58			
common	03/06/2009	P	493	A	\$	397,673	D	
					1.75			
common	03/06/2009	P	900	A	\$	398,573	D	
					1.75			
common	03/06/2009	P	5,909	A	\$	404,482	D	
					1.75			
common	03/06/2009	P	500	A	\$	404,982	D	
					1.73			
common	03/06/2009	P	2,100	A	\$	407,082	D	
					1.73			
common	03/06/2009	P	98	A	\$ 1.7	407,180	D	
common	03/06/2009	P	4,699	A	\$	411,879	D	
					1.75			
common	03/06/2009	P	2,100	A	\$	413,979	D	
					1.72			
common	03/06/2009	P	6,942	A	\$ 1.7	420,921	D	
common	03/06/2009	P	9,800	A	\$	430,721	D	
					1.72			
common	03/06/2009	P	200	A	\$	430,921	D	
					1.71			
common	03/06/2009	P	9,700	A	\$	440,621	D	
					1.76			
common	03/06/2009	P	1,500	A	\$	442,121	D	
					1.74			
common	03/06/2009	P	8,600	A	\$	450,721	D	
					1.76			
common	03/06/2009	P	20,200	A	\$ 1.7	470,921	D	
common	03/06/2009	P	752	A	\$	471,673	D	
					1.72			
common	03/06/2009	P	9,248	A	\$	480,921	D	
					1.72			
Common						233,465	I	Held by spouse Michelle 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.

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Options	\$ 15.79					12/05/2006 ⁽¹⁾	12/05/2011	common		100,000
Options	\$ 27.79					12/15/2007 ⁽²⁾	12/15/2011	common		25,000
Options	\$ 13.17					12/06/2008 ⁽¹⁾	12/06/2013	common		500
Options	\$ 13.56					01/30/2009 ⁽³⁾	01/30/2013	Common		4,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAWSON EDWARD J 1786 VALANZANO WAY HENDERSON, NV 89012	former officer/ director

Signatures

Edward J.
Lawson 04/02/2009

__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 vest 20% per year

(2) Options are fully vested

(3) Options vest 25% 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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