

21ST CENTURY HOLDING CO
 Form 4/A
 May 21, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(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)
 3661 WEST OAKLAND PARK
 BLVD., SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/16/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & Chairman

LAUDERDALE LAKES, FL 33311

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/16/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/16/2008		S		215 D \$ 11.32	448,952	D
Common Stock	05/16/2008		S		1,100 D \$ 11.3236	447,852	D
Common Stock	05/16/2008		S		1,300 D \$ 11.33	446,552	D
Common Stock	05/16/2008		S		1,200 D \$ 11.3367	445,352	D
						233,465	I

Common Stock							Held by spouse, Michele V Lawson
Common Stock				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
Options	\$ 15.79					12/05/2006 ⁽²⁾ 12/05/2011	Common Stock	100,000
Options	\$ 27.79					12/15/2007 ⁽³⁾ 12/15/2011	Common Stock	25,000
Options	\$ 13.17					12/06/2008 ⁽²⁾ 12/06/2013	Common Stock	500
Options	\$ 13.56					01/30/2009 ⁽⁴⁾ 01/30/2013	Common Stock	4,500
Options	\$ 13.17					12/06/2008 ⁽²⁾ 12/06/2013	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LAWSON EDWARD J

3661 WEST OAKLAND PARK BLVD., SUITE 300
LAUDERDALE LAKES, FL 33311

X

CEO & Chairman

Signatures

Edward J.

05/21/2008

Lawson

**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) There was a typographical error in the sale price reported on the prior Form 4 report filed on 5/20/2008. The actual price was 11.3236, not 141.3236.
 - (2) Options vest 20% per year.
 - (3) Options are fully vested.
 - (4) 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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