

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

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**  
  
 (Last) (First) (Middle)  
 3661 WEST OAKLAND PARK  
 BLVD., SUITE 300  
  
 (Street)  
 LAUDERDALE LAKES, FL 33311  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 21ST CENTURY HOLDING CO  
 [TCHC]

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

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

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO & Chairman

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)
				(A) or (D)	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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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) (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 <sup>(2)</sup> 12/05/2011	Common Stock	100,000
Options	\$ 27.79					12/15/2007 <sup>(3)</sup> 12/15/2011	Common Stock	25,000
Options	\$ 13.17					12/06/2008 <sup>(2)</sup> 12/06/2013	Common Stock	500
Options	\$ 13.56					01/30/2009 <sup>(4)</sup> 01/30/2013	Common Stock	4,500
Options	\$ 13.17					12/06/2008 <sup>(2)</sup> 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 X CEO & Chairman  
LAUDERDALE LAKES, FL 33311

## Signatures

Edward J. 05/21/2008  
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) 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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