

LAWSON EDWARD J
Form 4/A
December 12, 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)
1786 VALENZANO WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2008

____ Director
____ Officer (give title below) Other (specify below)
Shareholder

HENDERSON, NV 89012

4. If Amendment, Date Original Filed(Month/Day/Year)
11/26/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount or Price (D) | | |
| common ⁽¹⁾ | 11/21/2008 | | | J | 1,897 \$ 3.75 | D | D |
| common ⁽¹⁾ | 11/21/2008 | | | J | 2,000 \$ 3.78 | D | D |
| common ⁽¹⁾ | 11/21/2008 | | | J | 5 \$ 3.79 | D | D |
| common ⁽¹⁾ | 11/21/2008 | | | J | 1,686 \$ 3.8 | D | D |
| common ⁽¹⁾ | 11/21/2008 | | | J | 2,309 \$ 3.87 | D | D |
| common ⁽¹⁾ | 11/21/2008 | | | J | 197 \$ 3.87 | D | D |

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| | | | | | \$ | | |
|-----------------------|------------|---|--------|---|------|---------|---|
| | | | | | 3.88 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 1,803 | D | \$ | 375,979 | D |
| | | | | | 3.89 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 1,600 | D | \$ | 374,379 | D |
| | | | | | 3.9 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 181 | D | \$ | 374,198 | D |
| | | | | | 3.96 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 819 | D | \$ | 373,379 | D |
| | | | | | 3.98 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 100 | D | \$ | 373,279 | D |
| | | | | | 3.99 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 10,900 | D | \$ | 362,379 | D |
| | | | | | 4 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 200 | D | \$ | 362,179 | D |
| | | | | | 4.02 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 114 | D | \$ | 362,065 | D |
| | | | | | 4.05 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 389 | D | \$ | 361,676 | D |
| | | | | | 4.06 | | |
| common ⁽¹⁾ | 11/21/2008 | J | 1,000 | D | \$ | 360,676 | D |
| | | | | | 4.09 | | |

| | | | | | | | | |
|--------|--|--|--|--|--|---------|---|----------------------------------|
| common | | | | | | 233,465 | I | Held by spouse Michele 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.

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.

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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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P Der Sec (Ins |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|

4, and 5)

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| LAWSON EDWARD J 1786 VALENZANO WAY HENDERSON, NV 89012 | | | | Shareholder |

Signatures

| | |
|------------------------------------|------------|
| Edward J. Lawson | 12/11/2008 |
| **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) The purchase transactions filed on the November 21, 2008 Form 4 have been canceled.
 - (2) option vest 20% per year
 - (3) options are fully vested
 - (4) options vest 25% per year

Remarks:

The purchase transactions contained on the initial Form 4 filed on November 21, 2008, have been canceled. This amended form to correct typographical errors in the prior December 11, 2008 filing.

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.