

21ST CENTURY HOLDING CO  
 Form 4  
 May 27, 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 \*  
**HART CHARLES B JR**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/22/2008**

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

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

(Street)

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

**LAUDERDALE LAKES, FL 33311**

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/22/2008		X	15,000 A	\$ 8.333	15,000	D
Common Stock	05/22/2008		S	6,500 D	\$ 10.72	8,500	D
Common Stock	05/22/2008		S	2,400 D	\$ 10.74	6,100	D
Common Stock	05/22/2008		S	3,000 D	\$ 10.75	3,100	D
Common Stock	05/22/2008		S	2,000 D	\$ 10.76	1,100	D

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Common Stock      05/22/2008      S      1,100      D      \$ 10.77      0      D

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)
Options	\$ 8.333	05/22/2008		X	15,000	06/04/2003    06/04/2008	Common Stock    15,000
Options	\$ 15.79					12/05/2006 <sup>(1)</sup> 12/05/2011	Common Stock    10,000
Options	\$ 13.17					12/06/2008 <sup>(1)</sup> 12/06/2013	Common Stock    500
Options	\$ 12.58 <u>(2)</u>					01/30/2009    01/30/2014	Common Stock    4,500

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

HART CHARLES B JR  
3661 WEST OAKLAND PARK BLVD  
SUITE 300  
LAUDERDALE LAKES, FL 33311

X

## Signatures

Charles B. Hart,  
Jr.      05/27/2008

\*\*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 vest 20% per year.

(2) Options are fully vested.

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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