

21ST CENTURY HOLDING CO
 Form 5
 February 14, 2005

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

3661 WEST OAKLAND PARK BLVD, SUITE 300

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAUDERALE LAKES, FL 33311

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 07/01/2003 | ^ | G5 | 1,500 (1) D \$ (2) 824,060 | D | ^ | |
| Common Stock | 07/01/2003 | ^ | G5 | 1,500 (1) D \$ (2) 822,560 | D | ^ | |
| Common Stock | 11/23/2004 | ^ | G | 3,600 D \$ (2) 818,960 | D | ^ | |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ 681,713 | I | By Spouse Michele V | |

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|--|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 25,425 | I | Lawson In custodial acct of minor child |
|--------------|---|---|---|---|---|---|--------|---|--|

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, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Options | ^ | ^ | ^ | ^ | (A) (D) | ^ (3) ^ (3) | Common Stock | 66,324 |
| Options | ^ | ^ | ^ | ^ | ^ (4) ^ (4) | ^ (4) ^ (4) | Common Stock | 20,676 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWSON EDWARD J 3661 WEST OAKLAND PARK BLVD SUITE 300 LAUDERALE LAKES, FL 33311 | ^ X | ^ X | ^ PRESIDENT & CHAIRMAN | ^ |

Signatures

Edward J
Lawson
02/14/2005

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) Total shares disposed of (gifted) reported is post-split (3-for-2 split in September 2004); actual amount of shares disposed of (gifted) pre-split was 1,000.
- (2) Gifted stock was inadvertently unreported due to an administrative oversight.
- (3) Mr. Lawson has 44,216 stock options granted to him with various grant dates, expiration dates, vesting schedules and grant prices.
- (4) Mrs. Lawson has 13,784 stock options granted to her with various grant dates, expiration dates, vesting schedules and grant prices.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.