

LAWSON EDWARD J
 Form 4/A
 April 02, 2009

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

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 VALANZANO WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/06/2009

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 former officer/ director

HENDERSON, NV 89012
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/10/2009

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| common | 03/06/2009 | | P | | 500 | A | \$ 1.5 |
| common | 03/06/2009 | | P | | 5,100 | A | \$ 1.48 |
| common | 03/06/2009 | | P | | 100 | A | \$ 1.46 |
| common | 03/06/2009 | | P | | 4,300 | A | \$ 1.45 |
| common | 03/06/2009 | | P | | 901 | A | \$ 1.6 |
| common | 03/06/2009 | | P | | 2,100 | A | \$ 1.6 |
| common | 03/06/2009 | | P | | 200 | A | |

Edgar Filing: LAWSON EDWARD J - Form 4/A

| | | | | | | | | | |
|--------|------------|---|--------|---|----|------|---------|---|---|
| | | | | | | \$ | | | |
| | | | | | | 1.58 | | | |
| common | 03/06/2009 | P | 493 | A | \$ | 1.75 | 397,673 | D | |
| common | 03/06/2009 | P | 900 | A | \$ | 1.75 | 398,573 | D | |
| common | 03/06/2009 | P | 5,909 | A | \$ | 1.75 | 404,482 | D | |
| common | 03/06/2009 | P | 500 | A | \$ | 1.73 | 404,982 | D | |
| common | 03/06/2009 | P | 2,100 | A | \$ | 1.73 | 407,082 | D | |
| common | 03/06/2009 | P | 98 | A | \$ | 1.7 | 407,180 | D | |
| common | 03/06/2009 | P | 4,699 | A | \$ | 1.75 | 411,879 | D | |
| common | 03/06/2009 | P | 2,100 | A | \$ | 1.72 | 413,979 | D | |
| common | 03/06/2009 | P | 6,942 | A | \$ | 1.7 | 420,921 | D | |
| common | 03/06/2009 | P | 9,800 | A | \$ | 1.72 | 430,721 | D | |
| common | 03/06/2009 | P | 200 | A | \$ | 1.71 | 430,921 | D | |
| common | 03/06/2009 | P | 9,700 | A | \$ | 1.76 | 440,621 | D | |
| common | 03/06/2009 | P | 1,500 | A | \$ | 1.74 | 442,121 | D | |
| common | 03/06/2009 | P | 8,600 | A | \$ | 1.76 | 450,721 | D | |
| common | 03/06/2009 | P | 20,200 | A | \$ | 1.7 | 470,921 | D | |
| common | 03/06/2009 | P | 752 | A | \$ | 1.72 | 471,673 | D | |
| common | 03/06/2009 | P | 9,248 | A | \$ | 1.72 | 480,921 | D | |
| Common | | | | | | | 233,465 | I | Held by spouse Michelle 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.

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 ⁽¹⁾ 12/05/2011 | common | 100,000 |
| Options | \$ 27.79 | | | | | 12/15/2007 ⁽²⁾ 12/15/2011 | common | 25,000 |
| Options | \$ 13.17 | | | | | 12/06/2008 ⁽¹⁾ 12/06/2013 | common | 500 |
| Options | \$ 13.56 | | | | | 01/30/2009 ⁽³⁾ 01/30/2013 | Common | 4,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| LAWSON EDWARD J 1786 VALANZANO WAY HENDERSON, NV 89012 | | | | former officer/ director |

Signatures

Edward J. Lawson
04/02/2009
Date

**Signature of 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) Options vest 20% per year
- (2) Options are fully vested
- (3) 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.

Edgar Filing: LAWSON EDWARD J - Form 4/A

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.