

21ST CENTURY HOLDING CO

Form 4

February 21, 2006

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDER KENT M

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)
3661 WEST OAKLAND PARK
BLVD, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2006

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Recently Resigned COO

(Street)
LAUDERDALE LAKES, FL 33311

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
COMMON STOCK	02/15/2006		X		1,700	D \$ 17.05	40,150	D	
COMMON STOCK	02/16/2006		X		1,800	D \$ 16.99	40,150	D	
COMMON STOCK	02/17/2006		X		900	A \$ 16.4	43,750	D	
COMMON STOCK	02/17/2006		X		3,600	D \$ 16.45	40,150 ⁽¹⁾	D	

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTIONS	\$ 6.667	02/15/2006		X		1,500		12/09/1999 ⁽²⁾	04/30/2006	COMMON STOCK	1,7
OPTIONS	\$ 6.667	02/16/2006		X		1,800		12/09/1999 ⁽²⁾	04/30/2006	COMMON STOCK	1,8
OPTIONS	\$ 6.667	02/17/2006		X		2,706		12/09/1999 ⁽²⁾	04/30/2006	COMMON STOCK	2,7
OPTIONS	\$ 9.167	02/17/2006		X		1,794		06/04/2003 ⁽²⁾	04/30/2006	COMMON STOCK	1,7

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LINDER KENT M
3661 WEST OAKLAND PARK BLVD
SUITE 300
LAUDERDALE LAKES, FL 33311

Recently Resigned COO

Signatures

Kent M. Linder 02/17/2006

__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).

Edgar Filing: 21ST CENTURY HOLDING CO - Form 4

- (1) Represents total amount of shares owned after all reported transactions.
- (2) Options are fully vested.
- (3) Represents total stock options remaining exercisable at 9.167 after all reported transactions.

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.