

SIMBERG BRUCE
Form 4
May 24, 2012

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 *
SIMBERG BRUCE

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)
14050 N.W. 14 STREET, SUITE 180
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

SUNRISE, FL 33323

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

(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	05/22/2012		P	500	A	\$ 3.994	256,716	D
Common Stock	05/22/2012		P	1,020	A	\$ 4	257,736	D
Common Stock	05/22/2012		P	100	A	\$ 4.135	257,836	D
Common Stock	05/22/2012		P	1,000	A	\$ 4.1372	258,836	D
Common Stock	05/22/2012		P	200	A	\$ 4.1375	259,036	D

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Common Stock	05/22/2012	P	1,200	A	\$ 4.14	260,236	D
Common Stock	05/22/2012	P	1,000	A	\$ 4.1403	261,236	D
Common Stock	05/22/2012	P	1,000	A	\$ 4.143	262,236	D
Common Stock	05/22/2012	P	1,000	A	\$ 4.1435	263,236	D
Common Stock	05/22/2012	P	2,000	A	\$ 4.148	265,236	D
Common Stock	05/22/2012	P	3,000	A	\$ 4.149	268,236	D
Common Stock	05/22/2012	P	1,000	A	\$ 4.1494	269,236	D
Common Stock	05/22/2012	P	1,000	A	\$ 4.1499	270,236	D
Common Stock	05/22/2012	P	2,000	A	\$ 4.15	272,236	D
Common Stock	05/22/2012	P	400	A	\$ 4.19	272,636	D
Common Stock	05/23/2012	P	269	A	\$ 4.06	272,905	D
Common Stock	05/23/2012	P	500	A	\$ 4.0989	273,405	D
Common Stock	05/23/2012	P	2,400	A	\$ 4.1	275,805	D
Common Stock	05/23/2012	P	1,000	A	\$ 4.1199	276,805	D
Common Stock	05/23/2012	P	2,000	A	\$ 4.12	278,805	D
Common Stock	05/23/2012	P	1,060	A	\$ 4.1493	279,865	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)

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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. De Se (In			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 13.17							12/06/2008 ⁽¹⁾	12/06/2013	Common Stock	500
Options	\$ 12.58							01/30/2009 ⁽¹⁾	01/30/2014	Common Stock	4,500
Options	\$ 4.73							01/02/2010 ⁽²⁾	01/02/2019	Common Stock	25,000
Options	\$ 2.45							08/22/2012 ⁽²⁾	08/22/2021	Common Stock	10,000
Options	\$ 4.4							04/06/2013 ⁽²⁾	04/06/2022	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMBERG BRUCE 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323	X			Chairman of the Board

Signatures

/s/ Bruce F. Simberg
05/24/2012

**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 options vest 20% per year.
- (2) The options vest 33 1/3% 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.

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