

21ST CENTURY HOLDING CO
Form 4/A
December 11, 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 *
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 VALENZANO WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2008

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

HENDERSON, NV 89012

4. If Amendment, Date Original Filed(Month/Day/Year)
11/26/2008

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 Ownership (Instr. 4)
			Code	V	Amount or Price (D)		
common ⁽¹⁾	11/21/2008		J		\$ 1,897 3.75	D	
common ⁽¹⁾	11/21/2008		J		\$ 2,000 3.78	D	
common ⁽¹⁾	11/21/2008		J		\$ 5 3.79	D	
common ⁽¹⁾	11/21/2008		J		\$ 1,686 3.8	D	
common ⁽¹⁾	11/21/2008		J		\$ 2,309 3.87	D	
common ⁽¹⁾	11/21/2008		J		197	D	

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					\$		
					3.88		
common ⁽¹⁾	11/21/2008	J	1,803	D	\$	375,979	D
					3.89		
common ⁽¹⁾	11/21/2008	J	1,600	D	\$	374,379	D
					3.9		
common ⁽¹⁾	11/21/2008	J	181	D	\$	374,198	D
					3.96		
common ⁽¹⁾	11/21/2008	J	819	D	\$	373,379	D
					3.98		
common ⁽¹⁾	11/21/2008	J	100	D	\$	373,279	D
					3.99		
common ⁽¹⁾	11/21/2008	J	10,900	D	\$	362,379	D
					4		
common ⁽¹⁾	11/21/2008	J	200	D	\$	362,179	D
					4.02		
common ⁽¹⁾	11/21/2008	J	114	D	\$	362,065	D
					4.05		
common ⁽¹⁾	11/21/2008	J	389	D	\$	361,676	D
					4.06		
common ⁽¹⁾	11/21/2008	J	1,000	D	\$	360,676	D
					4.09		

common						233,465	I	Held by spouse Michele 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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins
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4, and 5)

				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
options (2)	\$ 15.79	Code V (A) (D)		12/05/2006	12/05/2011	common	100,000
options (3)	\$ 27.79			12/15/2007	12/15/2011	common	25,000
options (2)	\$ 13.17			12/06/2008	12/06/2013	common	500
options (4)	\$ 13.56			01/30/2009	01/30/2013	common	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON EDWARD J 1786 VALENZANO WAY HENDERSON, NV 89012				Shareholder

Signatures

Edward J.
Lawson

12/11/2008

**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) the purchase transaction reported on November 21, 2008 are cancelled.
 - (2) option vest 20% per year
 - (3) options are fully vested
 - (4) options vest 25% per year

Remarks:

the purchase transactions listed herein have been cancelled as of Nov. 21, 2008.

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.