

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  
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2005  
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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 <sup>(1)</sup>	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 <sup>(2)</sup>	04/30/2006	COMMON STOCK	1,7
OPTIONS	\$ 6.667	02/16/2006		X		1,800		12/09/1999 <sup>(2)</sup>	04/30/2006	COMMON STOCK	1,8
OPTIONS	\$ 6.667	02/17/2006		X		2,706		12/09/1999 <sup>(2)</sup>	04/30/2006	COMMON STOCK	2,7
OPTIONS	\$ 9.167	02/17/2006		X		1,794		06/04/2003 <sup>(2)</sup>	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).

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- (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.

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