21ST CENTURY HOLDING CO
Form 4
March 12, 2009

# FORM 4

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

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILCOX RICHARD W JR

(Last) (First) (Middle)

3661 WEST OAKLAND PARK BLVD, SUITE 300

(Street)

LAUDERDALE LAKES, FL 33311

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
21ST CENTURY HOLDING CO [TCHC]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/10/2009 | | P | | 26,890 | A | $ 1.8494 | 77,140 | D | |
| Common Stock | 03/10/2009 | | P | | 7,410 | A | $ 1.9 | 84,550 | D | |
| Common Stock | 03/10/2009 | | P | | 700 | A | $ 1.91 | 85,250 | D | |
| Common Stock | 03/10/2009 | | P | | 6,250 | A | $ 1.9 | 21,250 | I | Held by spouse |
| Common Stock | 03/10/2009 | | P | | 3,000 | A | $ 1.91 | 24,250 | I | Held by spouse |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock | 03/10/2009 | P | 6,250 | A | $ 1.9107 | 30,500 | I | Held by spouse |
| Common Stock | 03/10/2009 | P | 19,500 | A | $ 1.9216 | 50,000 | I | Held by spouse |
| Common Stock | | | | | | 3,000 | I | Held by Richard W. Wilcox IRA |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. De Se (In |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Options | $ 15.79 | | | | | | | 12/05/2006[(1)] | 12/05/2011 | Common Stock | 10,000 | |
| 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 | 15,000 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |

WILCOX RICHARD W JR
3661 WEST OAKLAND PARK BLVD, SUITE 300 X
LAUDERDALE LAKES, FL 33311

# Signatures

Richard W. Wilcox, Jr. 03/11/2009

**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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