

21ST CENTURY HOLDING CO
Form 4
February 25, 2003

Form 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, DC 20549**

OMB APPROVAL
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[] Check box if no longer
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Form 4 or Form 5
obligations may
continue. See
instructions 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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

1. Name and Address of Reporting Person* Lawson, Edward J.			2. Issuer Name and Ticker or Trading Symbol 21st Century Holding Company (TCHC)			6. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 02/24/2003		(Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) Chief Executive Officer and President _____		
4161 NW 5 Street				5. If Amendment, Date of Original (Month/Day/Year)				
(Street)			Plantation, Florida 33317					
(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 Transactions (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	02/24/2003		S	(1)	1,500	D	9.90			
Common Stock	02/24/2003		S	(1)	500	D	9.91	538,089	D	
Common Stock								538,089	I	By Spouse, Michele V Lawson

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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(Over)
SEC 1474
(9-02)

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
							06/04/2003 (2)	06/04/2008	Common Stock	100,000	12.50	100,000	D
							06/04/2003 (2)	06/04/2008	Common Stock	50,000	12.50	50,000	I
							06/05/2002 (3)	06/05/2011	Common Stock	3,000	10.00	3,000	D
							06/05/2002 (3)	06/05/2011	Common Stock	3,000	10.00	3,000	I
							06/06/2001 (4)	06/06/2010	Common Stock	3,000	10.00	3,000	D
							06/06/2001 (4)	06/06/2010	Common Stock	3,000	10.00	3,000	I
							09/16/1999 (5)	09/16/2008	Common Stock	16,000	10.00	16,000	D
							09/16/1999 (5)	09/16/2008	Common Stock	10,000	10.00	10,000	I

Explanation of Responses:

1. This proposed sale is pursuant to a previously adopted plan dated 12/30/2002 intended to comply with Rule 10B5-1C.
2. The options vest 20% per year beginning June 4, 2003.
3. The options vest 25% per year beginning June 5, 2002.
4. The options vest 25% per year beginning June 6, 2001.
5. The options vest 25% per year beginning September 16, 1999.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Edward J. Lawson

02/25/2003

**Signature of Reporting Person
Edward J. Lawson

Date

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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