

LAWSON EDWARD J
 Form 4/A
 April 02, 2009

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 VALANZANO WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/06/2009

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 former officer/ director

HENDERSON, NV 89012
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/10/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
common	03/06/2009		P	V 500 A	\$ 1.5 384,479	D	
common	03/06/2009		P	5,100 A	\$ 1.48 389,579	D	
common	03/06/2009		P	100 A	\$ 1.46 389,679	D	
common	03/06/2009		P	4,300 A	\$ 1.45 393,979	D	
common	03/06/2009		P	901 A	\$ 1.6 394,880	D	
common	03/06/2009		P	2,100 A	\$ 1.6 396,980	D	
common	03/06/2009		P	200 A	397,180	D	

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						\$			
						1.58			
common	03/06/2009	P	493	A	\$	1.75	397,673	D	
common	03/06/2009	P	900	A	\$	1.75	398,573	D	
common	03/06/2009	P	5,909	A	\$	1.75	404,482	D	
common	03/06/2009	P	500	A	\$	1.73	404,982	D	
common	03/06/2009	P	2,100	A	\$	1.73	407,082	D	
common	03/06/2009	P	98	A	\$	1.7	407,180	D	
common	03/06/2009	P	4,699	A	\$	1.75	411,879	D	
common	03/06/2009	P	2,100	A	\$	1.72	413,979	D	
common	03/06/2009	P	6,942	A	\$	1.7	420,921	D	
common	03/06/2009	P	9,800	A	\$	1.72	430,721	D	
common	03/06/2009	P	200	A	\$	1.71	430,921	D	
common	03/06/2009	P	9,700	A	\$	1.76	440,621	D	
common	03/06/2009	P	1,500	A	\$	1.74	442,121	D	
common	03/06/2009	P	8,600	A	\$	1.76	450,721	D	
common	03/06/2009	P	20,200	A	\$	1.7	470,921	D	
common	03/06/2009	P	752	A	\$	1.72	471,673	D	
common	03/06/2009	P	9,248	A	\$	1.72	480,921	D	
Common							233,465	I	Held by spouse Michelle 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.

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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. Amount or Number of Shares
Options	\$ 15.79					12/05/2006 ⁽¹⁾ 12/05/2011	common	100,000
Options	\$ 27.79					12/15/2007 ⁽²⁾ 12/15/2011	common	25,000
Options	\$ 13.17					12/06/2008 ⁽¹⁾ 12/06/2013	common	500
Options	\$ 13.56					01/30/2009 ⁽³⁾ 01/30/2013	Common	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON EDWARD J 1786 VALANZANO WAY HENDERSON, NV 89012				former officer/ director

Signatures

Edward J. Lawson
04/02/2009
Date

**Signature of Reporting Person

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) Options vest 20% per year
- (2) Options are fully vested
- (3) Options vest 25% 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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