

LAWSON EDWARD J

Form 4/A

April 02, 2009

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

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(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)

HENDERSON, NV 89012

(City) (State) (Zip)

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

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

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common ⁽¹⁾	11/21/2008		J		1,897	D	\$ 3.75
							407,282
common ⁽¹⁾	11/21/2008		J		2,000	D	\$ 3.78
							405,282
common ⁽¹⁾	11/21/2008		J		5	D	\$ 3.79
							405,277
common ⁽¹⁾	11/21/2008		J		1,686	D	\$ 3.8
							403,591
common ⁽¹⁾	11/21/2008		J		2,309	D	\$ 3.87
							401,282
common ⁽¹⁾	11/21/2008		J		197	D	
							401,085

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					\$ 3.88		
common ⁽¹⁾	11/21/2008	J	1,803	D	\$ 3.89	399,282	D
common ⁽¹⁾	11/21/2008	J	1,600	D	\$ 3.9	397,682	D
common ⁽¹⁾	11/21/2008	J	181	D	\$ 3.96	397,501	D
common ⁽¹⁾	11/21/2008	J	819	D	\$ 3.98	396,682	D
common ⁽¹⁾	11/21/2008	J	100	D	\$ 3.99	396,582	D
common ⁽¹⁾	11/21/2008	J	10,900	D	\$ 4	385,682	D
common ⁽¹⁾	11/21/2008	J	200	D	\$ 4.02	385,482	D
common ⁽¹⁾	11/21/2008	J	114	D	\$ 4.05	385,368	D
commom ⁽¹⁾	11/21/2008	J	389	D	\$ 4.06	384,979	D
common ⁽¹⁾	11/21/2008	J	1,000	D	\$ 4.09	383,979	D

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.

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(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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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>options</u> (2)	\$ 15.79	Code	V	(A)	(D)	12/05/2006	12/05/2011	commom	100,000
<u>options</u> (3)	\$ 27.79					12/15/2007	12/15/2011	common	25,000
<u>options</u> (2)	\$ 13.17					12/06/2008	12/06/2013	common	500
<u>options</u> (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 04/02/2009

Signature of _____ Date _____
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) The purchase transactions filed on the November 21, 2008 Form 4 have been canceled.
- (2) option vest 20% per year
- (3) options are fully vested
- (4) options vest 25% per year

Remarks:

The purchase transactions contained on the initial Form 4 filed on November 21, 2008, have been canceled. This amended form to correct typographical errors in the prior December 11, 2008 filing.

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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