

21ST CENTURY HOLDING CO  
Form 4  
March 12, 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 \*  
**WILCOX RICHARD W JR**

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)

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

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

**3661 WEST OAKLAND PARK BLVD, SUITE 300**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**LAUDERDALE LAKES, FL 33311**

(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	03/10/2009		P		26,890	A	\$ 1.8494
Common Stock	03/10/2009		P		7,410	A	\$ 1.9
Common Stock	03/10/2009		P		700	A	\$ 1.91
Common Stock	03/10/2009		P		6,250	A	\$ 1.9
Common Stock	03/10/2009		P		3,000	A	\$ 1.91
						I	Held by spouse
						I	Held by spouse

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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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(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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Options	\$ 15.79					12/05/2006 <sup>(1)</sup>	12/05/2011	Common Stock	10,000
Options	\$ 13.17					12/06/2008 <sup>(1)</sup>	12/06/2013	Common Stock	500
Options	\$ 12.58					01/30/2009 <sup>(1)</sup>	01/30/2014	Common Stock	4,500
Options	\$ 4.73					01/02/2010 <sup>(2)</sup>	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. 03/11/2009  
Wilcox, Jr.

    \*\*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 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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