

21ST CENTURY HOLDING CO
Form 4
November 17, 2005

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 *
WIDDICOMBE RICHARD A

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)
3661 WEST OAKLAND PARK
BLVD, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2005

____ Director
____ Officer (give title below) Other (specify below)
Recent Resign Director & CEO

(Street)
LAUDERDALE LAKES, X1 33311

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

(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) |
| Common Stock | 08/09/2005 | | A | | | 3,500 | A | \$ 52,250 | D | |
| Common Stock | 11/15/2005 | | X | | | 17,525 | D | \$ 11.8 | 84,325 | D |
| Common Stock | 11/15/2005 | | X | | | 1,675 | D | \$ 11.81 | 82,650 | D |
| Common Stock | 11/15/2005 | | X | | | 3,000 | D | \$ 11.82 | 79,650 | D |
| Common Stock | 11/15/2005 | | X | | | 4,600 | D | \$ 11.83 | 75,050 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|--------------------------|
| Common Stock | 11/15/2005 | X | 597 | D | \$ 11.84 | 74,453 | D | |
| Common Stock | 11/15/2005 | X | 1,600 | D | \$ 11.85 | 72,853 | D | |
| Common Stock | 11/15/2005 | X | 2,000 | D | \$ 11.87 | 70,853 | D | |
| Common Stock | 11/15/2005 | X | 400 | D | \$ 11.88 | 70,453 | D | |
| Common Stock | 11/15/2005 | X | 1,000 | D | \$ 11.89 | 69,453 | D | |
| Common Stock | 11/15/2005 | X | 4,503 | D | \$ 11.9 | 64,950 | D | |
| Common Stock | 11/15/2005 | X | 600 | D | \$ 11.91 | 64,350 | D | |
| Common Stock | 11/15/2005 | X | 4,500 | D | \$ 12 | 59,850 | D | |
| Common Stock | 11/15/2005 | X | 4,000 | D | \$ 12.01 | 55,850 | D | |
| Common Stock | 11/15/2005 | X | 900 | D | \$ 12.02 | 54,950 | D | |
| Common Stock | 11/15/2005 | X | 300 | D | \$ 12.03 | 54,650 | D | |
| Common Stock | 11/15/2005 | X | 600 | D | \$ 12.05 | 54,050 | D | |
| Common Stock | 11/15/2005 | X | 1,600 | D | \$ 12.06 | 52,450 | D | |
| Common Stock | 11/15/2005 | X | 200 | D | \$ 12.07 | 52,250 | D | |
| Common Stock | | | | | | 3,083 | I | held jointly with spouse |

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.

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options | \$ 6.667 | 11/15/2005 | X | | 15,000 | | 11/29/2000 | 11/29/2009 | Common Stock | 15,000 |
| Options | \$ 8.333 | 11/15/2005 | X | | 34,600 | | 06/04/2003 ⁽²⁾ | 06/04/2008 | Common Stock | 34,600 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WIDDICOMBE RICHARD A
 3661 WEST OAKLAND PARK BLVD, SUITE 300
 LAUDERDALE LAKES, X1 33311

Recent Resign Director & CEO

Signatures

Richard A.
 Widdicombe 11/17/2005

__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) These shares were issued pursuant to shareholder approval at the Company's Annual Shareholder's Meeting held on August 9, 2005 and were inadvertently not reported.
- (2) The options are fully vested

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