

21ST CENTURY HOLDING CO
 Form 4
 June 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 *
LINDER KENT M

2. Issuer Name and Ticker or Trading Symbol
21ST CENTURY HOLDING CO [TCHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operating Officer

(Last) (First) (Middle)
3661 WEST OAKLAND PARK BLVD, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2005

LAUDERDALE LAKES, FL 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 or Price		
COMMON STOCK	06/15/2005		S		280	D	\$ 12.1 49,870
COMMON STOCK	06/15/2005		S		500	D	\$ 12.11 49,370
COMMON STOCK	06/15/2005		S		500	D	\$ 12.12 48,870
COMMON STOCK	06/15/2005		S		1,700	D	\$ 12.15 47,170
COMMON STOCK	06/15/2005		S		900	D	\$ 12.17 46,270

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COMMON STOCK	06/15/2005	S	100	D	\$ 12.18	46,170	D
COMMON STOCK	06/15/2005	S	70	D	\$ 12.2	46,100	D
COMMON STOCK	06/15/2005	S	4,300	D	\$ 12.25	41,800	D
COMMON STOCK	06/15/2005	S	800	D	\$ 12.26	41,000	D
COMMON STOCK	06/15/2005	S	100	D	\$ 12.27	40,900	D
COMMON STOCK	06/15/2005	S	750	D	\$ 12.29	40,150 ⁽¹⁾	D

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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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
OPTIONS	\$ 6.667					12/09/1999 ⁽²⁾	12/09/2008	COMMON STOCK	15,000
OPTIONS	\$ 9.167					06/04/2003 ⁽²⁾	06/04/2008	COMMON STOCK	60,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Operating Officer

LINDER KENT M
3661 WEST OAKLAND PARK BLVD
SUITE 300
LAUDERDALE LAKES, FL 33311

Signatures

Kent M. Linder 06/17/2005

 **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) Represents total shares owned directly after all transactions concluded.
 - (2) Options are fully vested.

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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