

21ST CENTURY HOLDING CO  
Form 4  
February 27, 2006

**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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/23/2006

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Recently Resigned COO

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)
				(A) or (D)	Price		
				Code	V	Amount	
COMMON STOCK	02/23/2006		X		1,200	D	\$ 16.9 41,000 D
COMMON STOCK	02/23/2006		X		850	D	\$ 16.95 40,150 D
COMMON STOCK	02/24/2006		X		8,100	D	\$ 16.53 43,150 D
COMMON STOCK	02/24/2006		X		300	D	\$ 16.54 42,850 D
COMMON STOCK	02/24/2006		X		1,700	D	\$ 16.55 41,150 D

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COMMON STOCK      02/24/2006      X      1,000      D      \$ 16.76      40,150 <sup>(1)</sup>      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.**

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 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 Security (Instr. 3 and 4)
OPTIONS	\$ 9.167	02/23/2006		X	2,050	06/04/2003 <sup>(2)</sup> 04/30/2006	COMMON STOCK 2
OPTIONS	\$ 9.167	02/24/2006		X	11,100	06/04/2003 <sup>(2)</sup> 04/30/2006	COMMON STOCK 11

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDER KENT M 3661 WEST OAKLAND PARK BLVD SUITE 300 LAUDERDALE LAKES, FL 33311				Recently Resigned COO

## Signatures

Kent M. Linder      02/27/2006  
 \*\*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) Represents total amount of shares owned after all reported transactions.
- (2) Options are fully vested.

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(3) Represents total stock options remaining exercisable at 9.167 after all reported transactions.

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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