

21ST CENTURY HOLDING CO
 Form 4/A
 December 17, 2007

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 *
DORF CARL

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/06/2007

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

LAUDERDALE LAKES, FL 33311
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/06/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 55,989 | I | Held by Dorf Trust |
| Common Stock | | | | | 5,764 | I | Held by Dorf Partners 2001 LP |
| Common Stock | | | | | 1,500 | I | Held jointly with Spouse |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 13.17 | 12/06/2007 | | A | 500 | 12/06/2008 ⁽¹⁾ 12/06/2013 | Common Stock | 500 |
| Options | \$ 8.333 | | | | | 06/04/2003 ⁽²⁾ 06/04/2008 | Common Stock | 15,000 |
| Options | \$ 15.79 | | | | | 12/05/2006 ⁽¹⁾ 12/05/2011 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DORF CARL 3661 WEST OAKLAND PARK BLVD., SUITE 300 LAUDERDALE LAKES, FL 33311 | | | | X |

Signatures

Carl Dorf 12/17/2007

**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) The options vest 20% per year. Explanation footnote was reversed by clerical error in submission dated 12/10/07.

(2) The options are fully vested. Explanation footnote was reversed by clerical error in submission dated 12/10/07.

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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