

21ST CENTURY HOLDING CO
Form 4
February 25, 2003

Form 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, DC 20549**

OMB APPROVAL
OMB Number:
3235-0287
Expires: January 31,
2005
Estimated average
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0.5

[] Check box if no longer
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Form 4 or Form 5
obligations may
continue. See
instructions 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Lawson, Michele V. | | | 2. Issuer Name and Ticker or Trading Symbol 21st Century Holding Company (TCHC) | | | 6. Relationship of Reporting Person(s) to Issuer | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year 02/24/2003 | | (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) Treasurer and Vice Pres-Agency Operations | | |
| 4161 NW 5 Street | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | |
| (Street) | | | Plantation, Florida 33317 | | | | | |
| (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 Transactions (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 | 02/24/2003 | | S | (1) | 2,000 | D | 9.71 | 538,089 | D | |
| Common Stock | | | | | | | | 538,089 | I | By Spouse, Edward J Lawson |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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(Over)
SEC 1474
(9-02)

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 2. Conversion or | 3. Transaction Date | 3A. Deemed Execution | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative | 9. Number of Derivative | 10. Ownership Form of |
|------------------|---------------------|----------------------|---------------------|--------------|---|-----------------------------------|------------------------|-------------------------|-----------------------|
|------------------|---------------------|----------------------|---------------------|--------------|---|-----------------------------------|------------------------|-------------------------|-----------------------|

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| Exercise Price of Derivative Security | (Month/Day/Year) | Date, if any (Month/Day/Year) | (Instr. 8) | | Derivative Securities Acquired (A) or Disposed of (D) (Instr.3,4 and 5) | | (Month/Day/Year) | | Securities (Instr. 3 and 4) | | Security (Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Derivative Security: Direct (D) or Indirect (I) (Instr. 4) |
|---------------------------------------|------------------|-------------------------------|------------|---|---|-----|------------------|-----------------|-----------------------------|----------------------------|---------------------|--|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| | | | | | | | 06/04/2003 (2) | 06/04/2008 | Common Stock | 100,000 | 12.50 | 100,000 | I |
| | | | | | | | 06/04/2003 (2) | 06/04/2008 | Common Stock | 50,000 | 12.50 | 50,000 | D |
| | | | | | | | 06/05/2002 (3) | 06/05/2011 | Common Stock | 3,000 | 10.00 | 3,000 | I |
| | | | | | | | 06/05/2002 (3) | 06/05/2011 | Common Stock | 3,000 | 10.00 | 3,000 | D |
| | | | | | | | 06/06/2001 (4) | 06/06/2010 | Common Stock | 3,000 | 10.00 | 3,000 | I |
| | | | | | | | 06/06/2001 (4) | 06/06/2010 | Common Stock | 3,000 | 10.00 | 3,000 | D |
| | | | | | | | 09/16/1999 (5) | 09/16/2008 | Common Stock | 16,000 | 10.00 | 16,000 | I |
| | | | | | | | 09/16/1999 (5) | 09/16/2008 | Common Stock | 10,000 | 10.00 | 10,000 | D |

Explanation of Responses:

1. This proposed sale is pursuant to a previously adopted plan dated 12/30/2002 intended to comply with Rule 10B5-1C.
2. The options vest 20% per year beginning June 4, 2003.
3. The options vest 25% per year beginning June 5, 2002.
4. The options vest 25% per year beginning June 6, 2001.
5. The options vest 25% per year beginning September 16, 1999.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Michele V. Lawson

02/25/2003

**Signature of Reporting Person
Michele V. Lawson

Date

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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