

21ST CENTURY HOLDING CO

Form 4

February 27, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDER KENT M

(Last) (First) (Middle)

**3661 WEST OAKLAND PARK
BLVD, SUITE 300**

(Street)

LAUDERDALE LAKES, FL 33311

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Recently Resigned COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
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 ⁽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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of
OPTIONS	\$ 9.167	02/23/2006		X	2,050	06/04/2003 ⁽²⁾ 04/30/2006	COMMON STOCK 2
OPTIONS	\$ 9.167	02/24/2006		X	11,100	06/04/2003 ⁽²⁾ 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
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 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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