

21ST CENTURY HOLDING CO
 Form 4
 February 23, 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)
3661 WEST OAKLAND PARK BLVD, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2006

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

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	02/21/2006		X		2,000 D \$ 16.26	D	
COMMON STOCK	02/21/2006		X		1,900 D \$ 16.27	D	
COMMON STOCK	02/22/2006		X		1,000 D \$ 16.16	D	
COMMON STOCK	02/22/2006		X		1,000 A \$ 16.33	D	
COMMON STOCK	02/22/2006		X		885 D \$ 16.35	D	

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COMMON STOCK	02/22/2006	X	1,115	D	\$ 16.36	52,075	D
COMMON STOCK	02/22/2006	X	200	D	\$ 16.4	51,875	D
COMMON STOCK	02/22/2006	X	612	D	\$ 16.41	51,263	D
COMMON STOCK	02/22/2006	X	188	D	\$ 16.42	51,075	D
COMMON STOCK	02/22/2006	X	3,900	D	\$ 17	47,175	D
COMMON STOCK	02/22/2006	X	600	D	\$ 17.01	46,575	D
COMMON STOCK	02/22/2006	X	1,700	D	\$ 17.05	44,875	D
COMMON STOCK	02/22/2006	X	200	D	\$ 17.06	44,675	D
COMMON STOCK	02/22/2006	X	100	D	\$ 17.08	44,575	D
COMMON STOCK	02/22/2006	X	100	D	\$ 17.09	44,475	D
COMMON STOCK	02/22/2006	X	500	D	\$ 17.1	43,975	D
COMMON STOCK	02/22/2006	X	100	D	\$ 17.11	43,875	D
COMMON STOCK	02/22/2006	X	100	D	\$ 17.13	43,775	D
COMMON STOCK	02/22/2006	X	500	D	\$ 17.15	43,275	D
COMMON STOCK	02/22/2006	X	200	D	\$ 17.19	43,075	D
COMMON STOCK	02/22/2006	X	300	D	\$ 17.7	42,775	D
COMMON STOCK	02/22/2006	X	200	D	\$ 17.74	42,575	D
COMMON STOCK	02/22/2006	X	1,100	D	\$ 18	41,475	D
COMMON STOCK	02/22/2006	X	800	D	\$ 18.01	40,675	D
COMMON STOCK	02/22/2006	X	100	D	\$ 18.06	40,575	D
	02/22/2006	X	325	D		40,250	D

COMMON STOCK					\$					18.08		
COMMON STOCK	02/22/2006		X	100	D	\$				18.26	40,150 ⁽¹⁾	D

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 Security (Instr. 3 and 4)
OPTIONS	\$ 9.167	02/21/2006		X	3,900	06/04/2003 ⁽²⁾ 04/30/2006	COMMON STOCK 3
OPTIONS	\$ 9.167	02/22/2006		X	15,925	06/04/2003 ⁽²⁾ 04/30/2006	COMMON STOCK 15

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 02/23/2006

**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.

(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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