Young Stephen C Form 4 December 15, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

obligations may continue. See Instruction

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(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Young Stephen C

(Last)

(City)

Common

Stock

2. Issuer Name and Ticker or Trading

Symbol

21ST CENTURY HOLDING CO

[TCHC]

(Middle)

(Zip)

(Month/Day/Year)

3661 WEST OAKLAND PARK

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

3. Date of Earliest Transaction

12/12/2008

Director X\_ Officer (give title

Other (specify

10% Owner

below) below) President

BLVD., SUITE 300

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LAUDERDALE LAKES, FL 33311 (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

Code (Month/Day/Year) (Instr. 8)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

34,800 D

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

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

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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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 4.59	12/12/2008		A	500	)	12/12/2009(1)	12/12/2018	Common Stock	500
Options	\$ 16						12/05/2006(2)	12/05/2011	Common Stock	500
Options	\$ 15.75						09/01/2007(2)	09/01/2012	Common Stock	5,000
Options	\$ 11.33						05/22/2008(2)	05/22/2013	Common Stock	5,000
Options	\$ 16.59						10/25/2008(2)	10/25/2013	Common Stock	5,000
Options	\$ 13.17						12/06/2008(2)	12/06/2013	Common Stock	500
Options	\$ 13.07						03/04/2009(2)	03/04/2014	Common Stock	10,000

# **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Addre	ss	Relationships						
reporting owner rune, rune		irector	10% Owner	Officer	Other			
Young Stephen C 3661 WEST OAKLAND PARK BLVD. SUITE 300 LAUDERDALE LAKES, FL 33311				President				
Signatures								
Stephen C Young 12/15	/2008							

Date

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## **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 33 1/3% per year.
- (2) The options vest 20% per year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.