

21ST CENTURY HOLDING CO  
 Form 5  
 February 14, 2005

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**LAWSON EDWARD J**

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2004**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**PRESIDENT & CHAIRMAN**

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

**LAUDERALE LAKES, FL 33311**

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	07/01/2003	^	G5	1,500 (1) D \$ (2) 824,060	D	^	
Common Stock	07/01/2003	^	G5	1,500 (1) D \$ (2) 822,560	D	^	
Common Stock	11/23/2004	^	G	3,600 D \$ (2) 818,960	D	^	
Common Stock	^	^	^	^ ^ ^ 681,713	I	By Spouse Michele V	

Common Stock	^	^	^	^	^	^	25,425	I	Lawson In custodial acct of minor child
--------------	---	---	---	---	---	---	--------	---	--

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.**

SEC 2270  
(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. Price of Underlying Security (Instr. 3 and 4)
Options	^	^	^	^	(A) ^ (D) ^	^ (3) ^ (3)	Common Stock	66,324
Options	^	^	^	^	(A) ^ (D) ^	^ (4) ^ (4)	Common Stock	20,676

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON EDWARD J 3661 WEST OAKLAND PARK BLVD SUITE 300 LAUDERALE LAKES, FL 33311	^ X	^ X	^ PRESIDENT & CHAIRMAN	^

## Signatures

Edward J  
Lawson  
02/14/2005

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) Total shares disposed of (gifted) reported is post-split (3-for-2 split in September 2004); actual amount of shares disposed of (gifted) pre-split was 1,000.
- (2) Gifted stock was inadvertently unreported due to an administrative oversight.
- (3) Mr. Lawson has 44,216 stock options granted to him with various grant dates, expiration dates, vesting schedules and grant prices.
- (4) Mrs. Lawson has 13,784 stock options granted to her with various grant dates, expiration dates, vesting schedules and grant prices.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.