

DORF CARL  
Form 4  
October 22, 2004

**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 \*  
DORF CARL

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)  
06/03/2003

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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	(A) or (D)	Price			
Common Stock	06/03/2003 <sup>(1)</sup>		L		33.8983	A (1)	\$ 12.39	6,033.8983 (2)	I	Held by Dorf Trust <sup>(1)</sup>
Common Stock	09/03/2003 <sup>(1)</sup>		L		35.263	A (1)	\$ 15.4	6,069.1613 (2)	I	Held by Dorf Trust <sup>(1)</sup>
Common Stock	12/02/2003 <sup>(1)</sup>		L		39.3338	A (1)	\$ 15.43	6,108.4951 (2)	I	Held by Dorf Trust <sup>(1)</sup>
Common	08/18/2004 <sup>(3)</sup>		S		286	D	\$ 19.9	8,734.4951	I	Held by

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Stock				<u>(3)</u>	<u>(2)</u>			Dorf Trust <u>(3)</u>	
Common Stock	08/18/2004 <u>(3)</u>	S	500	D <u>(3)</u>	\$ 7,984.4951 <u>(2)</u>	19.91	I	Held by Dorf Trust <u>(3)</u>	
Common Stock							14,250 <u>(2)</u>	I	Held by Dorf Partners 2001 LP
Common Stock							1,500 <u>(2)</u>	I	Held jointly with spouse <u>(4)</u>
Common Stock							900 <u>(2)</u>	I	Held by Spouse's child <u>(5)</u>
Common Stock							59,400 <u>(2)</u>	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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**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 or Value of Underlying Securities (Instr. 3 and 4)
Options <u>(6)</u>	\$ 8.333 <u>(2)</u>			Code V (A) (D)		Date Exercisable: 06/04/2003 Expiration Date: 06/04/2008	Title: Common Stock	Amount or Number of Shares: 15,000 <u>(2)</u>

