

SIMBERG BRUCE

Form 4

May 23, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMBERG BRUCE

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)
14050 N.W. 14 STREET, SUITE
180

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
Chairman of the Board

(Street)

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

SUNRISE, FL 33323

(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	05/21/2012		P		2,300	A	\$ 3.95	232,165	D
Common Stock	05/21/2012		P		200	A	\$ 3.955	232,365	D
Common Stock	05/21/2012		P		500	A	\$ 3.958	232,865	D
Common Stock	05/21/2012		P		3,000	A	\$ 3.9593	235,865	D
Common Stock	05/21/2012		P		2,600	A	\$ 3.9596	238,465	D

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Common Stock	05/21/2012	P	100	A	\$ 3.96	238,565	D
Common Stock	05/21/2012	P	1,200	A	\$ 3.9633	239,765	D
Common Stock	05/21/2012	P	500	A	\$ 3.97	240,265	D
Common Stock	05/21/2012	P	1,000	A	\$ 3.977	241,265	D
Common Stock	05/21/2012	P	500	A	\$ 3.978	241,765	D
Common Stock	05/21/2012	P	600	A	\$ 3.9799	242,365	D
Common Stock	05/21/2012	P	4,000	A	\$ 3.98	246,365	D
Common Stock	05/21/2012	P	200	A	\$ 4.005	246,565	D
Common Stock	05/21/2012	P	400	A	\$ 4.0075	246,965	D
Common Stock	05/21/2012	P	3,051	A	\$ 4.01	250,016	D
Common Stock	05/21/2012	P	200	A	\$ 4.075	250,216	D
Common Stock	05/21/2012	P	600	A	\$ 4.0899	250,816	D
Common Stock	05/21/2012	P	1,200	A	\$ 4.09	252,016	D
Common Stock	05/21/2012	P	700	A	\$ 4.0991	252,716	D
Common Stock	05/21/2012	P	2,100	A	\$ 4.0999	254,816	D
Common Stock	05/21/2012	P	1,400	A	\$ 4.1	256,216	D

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

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SEC 1474
(9-02)

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. 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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 13.17							12/06/2008 ⁽¹⁾	12/06/2013	Common Stock	500
Options	\$ 12.58							01/30/2009 ⁽¹⁾	01/30/2014	Common Stock	4,500
Options	\$ 4.73							01/02/2010 ⁽²⁾	01/02/2019	Common Stock	25,000
Options	\$ 2.45							08/22/2012 ⁽²⁾	08/22/2021	Common Stock	10,000
Options	\$ 4.4							04/06/2013 ⁽²⁾	04/06/2022	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMBERG BRUCE 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323	X			Chairman of the Board

Signatures

/s/ Bruce F.
Simberg

05/23/2012

**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) The options vest 20% per year.

(2) The options vest 33 1/3% 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.

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