Young Stephen C Form 4 December 15, 2008

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Young Stephen C

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

21ST CENTURY HOLDING CO

[TCHC]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/12/2008

Director 10% Owner X_ Officer (give title Other (specify

below) below) President

3661 WEST OAKLAND PARK BLVD., SUITE 300

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

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)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

Reported Transaction(s)

or (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

(A)

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

Reporting Owners 2

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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.