

SIMBERG BRUCE  
Form 4  
August 23, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/21/2012

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

SUNRISE, FL 33323

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	08/21/2012		P	1,000	A	\$ 5.0428	280,865	D
Common Stock	08/21/2012		P	1,000	A	\$ 5.0884	281,865	D
Common Stock	08/21/2012		P	2,000	A	\$ 5.09	283,865	D
Common Stock	08/21/2012		P	1,000	A	\$ 5.094	284,865	D
Common Stock	08/21/2012		P	1,000	A	\$ 5.0979	285,865	D

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Common Stock	08/21/2012	P	1,000	A	\$ 5.0999	286,865	D
Common Stock	08/21/2012	P	2,500	A	\$ 5.1	289,365	D
Common Stock	08/21/2012	P	400	A	\$ 5.1599	289,765	D
Common Stock	08/21/2012	P	2,000	A	\$ 5.1995	291,765	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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(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. Amount or Number of Shares
Options	\$ 13.17					12/06/2008 <sup>(1)</sup> 12/06/2013	Common Stock	500
Options	\$ 12.58					01/30/2009 <sup>(1)</sup> 01/30/2014	Common Stock	4,500
Options	\$ 4.73					01/02/2010 <sup>(2)</sup> 01/02/2019	Common Stock	25,000
Options	\$ 2.45					08/22/2012 <sup>(2)</sup> 08/22/2021	Common Stock	10,000
Options	\$ 4.4					04/06/2013 <sup>(2)</sup> 04/06/2022	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

08/23/2012

\_\_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. 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.