21ST CENTURY HOLDING CO
Form SC 13G/A
February 10, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 05 )*

21st Century Holding Company

(Name of Issuer)

Common Stock, $.01 Par Value

(Title of Class of Securities)

90136Q100

(CUSIP Number)

Calendar Year 2003

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)
[ ] Rule 13d-1(c)
[X] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 90136Q100

| | | | |
|---|---|---|---|
| | 1. | Names of Reporting Persons.<br>Edward J. Lawson<br>I.R.S. Identification Nos. of above persons (entities only). | |
| | 2. | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) [ ] (b) [ ] | |
| | 3. | SEC USE ONLY | |
| | 4. | Citizenship or Place of Organization<br>U.S.A. | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | | 5. | Sole Voting Power<br>594,589 |
| | | 6. | Shared Voting Power<br>555,539 |
| | | 7. | Sole Dispositive Power<br>594,589 |
| | | 8. | Shared Dispositive Power<br>555,539 |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,150,128 (1) | |
| | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ] | |
| | 11. | Percent of Class Represented by Amount in Row (9)<br>31.7% (2) | |
| | 12. | Type of Reporting Person<br>IN | |

1. Represents 550,373 shares of Common Stock owned directly by Edward Lawson, 44,216 shares of Common Stock owned by

Edward Lawson held pursuant to the grant of stock options, 524,805 shares of Common Stock owned directly by Michele Lawson, Edward Lawson's spouse, 13,784 shares of Common Stock owned by Michele Lawson, Edward Lawson's spouse, held pursuant to the grant of stock options, and 16,950 shares of Common Stock held as custodian for a minor child.

2. Calculated on the basis of 3,625,058 shares of Common Stock outstanding on December 31, 2003.

**Item 1.**

(a) Name of Issuer

21st Century Holding Company

(b) Address of Issuer's Principal Executive Offices

4161 NW 5 Street
Plantation, Florida 33317

**Item 2.**

(a) Name of Person Filing

Edward J. Lawson

(b) Address of Principal Business Office or, if none, Residence

4161 NW 5 Street
Plantation, Florida 33317

(c) Citizenship

U.S.A.

(d) Title of Class of Securities

Common Stock, $.01 Par Value

(e) CUSIP Number

90136Q100

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

| | | |
|---|---|---|
| (a) | [ ] | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | [ ] | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | [ ] | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | [ ] | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). |
| (e) | [ ] | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | [ ] | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | [ ] | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | [ ] | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | [ ] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | [ ] | Group, in accordance with §240.13d-1(b)(1)(ii)(J). |

**Item 4. Ownership.**

(a) Amount beneficially owned:

1,150,128 (1)

(b) Percent of class:

31.7% (2)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

594,589

(ii) Shared power to vote or to direct the vote

555,539

(iii) Sole power to dispose or to direct the disposition of

594,589

(iv) Shared power to dispose or to direct the disposition of

555,539

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

*Instruction:* Dissolution of a group requires a response to this item.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2004

By: /s/ Edward J. Lawson

Edward J. Lawson