

21ST CENTURY INSURANCE GROUP
 Form 4
 October 01, 2007

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 *
GILLESPIE ROXANI M

2. Issuer Name and Ticker or Trading Symbol
 21ST CENTURY INSURANCE GROUP [TW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/27/2007

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

(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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/27/2007 | | D | 4,500 D \$ 22 (1) | 0 | 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.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 24.188 | 09/27/2007 | | D | 4,000 | (2) 09/03/2008 | Common Stock | 4,000 |
| Employee Stock Option (Right to Buy) | \$ 17.813 | 09/27/2007 | | D | 4,000 | (2) 05/25/2009 | Common Stock | 4,000 |
| Employee Stock Option (Right to Buy) | \$ 22.125 | 09/27/2007 | | D | 4,000 | (2) 05/23/2010 | Common Stock | 4,000 |
| Employee Stock Option (Right to Buy) | \$ 18.15 | 09/27/2007 | | D | 4,000 | (2) 06/06/2011 | Common Stock | 4,000 |
| Employee Stock Option (Right to Buy) | \$ 19.1 | 09/27/2007 | | D | 4,000 | (2) 06/26/2012 | Common Stock | 4,000 |
| Employee Stock Option (Right to Buy) | \$ 14.8 | 09/27/2007 | | D | 4,000 | (2) 06/25/2013 | Common Stock | 4,000 |
| Employee Stock Option (Right to Buy) | \$ 12.87 | 09/27/2007 | | D | 4,000 | (2) 05/26/2014 | Common Stock | 4,000 |

| | | | | | | | | |
|--|----------|------------|---|-------|-----|------------|-----------------|-------|
| Employee Stock Option (Right to Buy) | \$ 13.61 | 09/27/2007 | D | 4,000 | (2) | 05/25/2015 | Common Stock | 4,000 |
| Employee Stock Option (Right to Buy) | \$ 15.27 | 09/27/2007 | D | 4,000 | (2) | 05/24/2016 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GILLESPIE ROXANI M | | X | | |

Signatures

| | |
|--|------------|
| Michael J. Cassanego with Power of Attorney for Roxani M. Gillespie | 10/01/2007 |
| **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) These shares were cancelled pursuant to the Agreement and Plan of Merger, dated as of May 15, 2007, among 21st Century Insurance Group (the "Company"), American International Group, Inc. ("AIG") and AIG TW Corp. ("Merger Sub"), as amended pursuant to Amendment No. 1 to Agreement and Plan of Merger, dated as of June 8, 2007, among the Company, AIG and Merger Sub (the "Merger Agreement"), in exchange for the per share merger consideration of \$22.00.
 - (2) Each option was to vest on or before the first anniversary of the merger and was therefore cancelled pursuant to the Merger Agreement in exchange for the excess, if any, of \$22.00 per share over the exercise price per share under such option.

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.