21ST CENTURY INSURANCE GROUP
Form 4
September 28, 2007

FORM 4

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

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 *
DE NAULT JOHN B III

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	09/27/2007		G (1)		45,455	D	$ 22	778,845	D	
Common Stock	09/27/2007		D		778,845	D	$ 22 (2)	0	D	
Common Stock	09/27/2007		D		124,200	D	$ 22 (2)	0	I	By Custodian for Child
Common Stock	09/27/2007		D		288,000	D	$ 22 (2)	0	I	By Corporation

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)

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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 28.75	09/27/2007		D			4,000	(3)	05/19/2008	Common Stock	4,000	
Employee Stock Option (Right to Buy)	$ 17.813	09/27/2007		D			4,000	(3)	05/25/2009	Common Stock	4,000	
Employee Stock Option (Right to Buy)	$ 22.125	09/27/2007		D			4,000	(3)	05/23/2010	Common Stock	4,000	
Employee Stock Option (Right to Buy)	$ 18.15	09/27/2007		D			4,000	(3)	06/06/2011	Common Stock	4,000	
Employee Stock Option (Right to Buy)	$ 19.1	09/27/2007		D			4,000	(3)	06/26/2012	Common Stock	4,000	
Employee Stock Option	$ 14.8	09/27/2007		D			4,000	(3)	06/25/2013	Common Stock	4,000	

(Right to Buy)								
Employee Stock Option (Right to Buy)	$ 12.87	09/27/2007	D	4,000	[3]	05/26/2014	Common Stock	4,000
Employee Stock Option (Right to Buy)	$ 13.61	09/27/2007	D	4,000	[3]	05/25/2015	Common Stock	4,000
Employee Stock Option (Right to Buy)	$ 15.27	09/27/2007	D	4,000	[3]	05/24/2016	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DE NAULT JOHN B III	X			

Signatures

Ronald S. Veltman with Power of Attorney for John B. DeNault III	09/28/2007
**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) Charitable Donation to University of Redlands

(2) 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.

(3) 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.
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