

21ST CENTURY INSURANCE GROUP
 Form 4
 June 29, 2006

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 *
 Bascom Lawrence Phillip

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)
 6301 OWENSMOUTH AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/28/2006

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Former Sr Vice President CFO

WOODLAND HILLS, CA 91367

(City) (State) (Zip)

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

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 | 06/28/2006 | | M | | 58,000 | A | \$ 12.98 |
| Common Stock | 06/28/2006 | | S | | 18,000 | D | \$ 14.05 |
| Common Stock | 06/28/2006 | | S | | 5,000 | D | \$ 14.02 |
| Common Stock | 06/28/2006 | | S | | 20,000 | D | \$ 14.01 |
| Common Stock | 06/28/2006 | | S | | 5,000 | D | \$ 14 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 06/28/2006 | S | 5,000 | D | \$ 14.1 | 5,000 | D |
| Common Stock | 06/28/2006 | S | 5,000 | D | \$ 14.12 | 0 | D |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Options (Right to Buy) | \$ 12.98 | 06/28/2006 | | M | 58,000 | 11/29/2005 ⁽¹⁾ 07/05/2006 ⁽²⁾ | Common Stock 58 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| Bascom Lawrence Phillip 6301 OWENSMOUTH AVENUE WOODLAND HILLS, CA 91367 | Director 10% Owner Officer Other Former Sr Vice President CFO |

Signatures

Michael J. Cassanego with Power of Attorney for Lawrence P. Bascom
 Bascom
 **Signature of Reporting Person
 06/29/2006
 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).

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- (1) These options vest over a 3-year period with first vesting 11/29/2005. The remainder of this grant vested upon Mr. Bascom's departure from the Company on April 7, 2006.
- (2) This option grant expires 90 days after Mr. Bascom's departure from the Company.

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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