

21ST CENTURY INSURANCE GROUP
 Form 4
 June 28, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 06/26/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior 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	06/26/2006		M		3,000	A	\$ 12.98
Common Stock	06/26/2006		S		3,000	D	\$ 14.15
Common Stock	06/27/2006		M		26,816	A	\$ 12.98
Common Stock	06/27/2006		S		9,616	D	\$ 13.84
Common Stock	06/27/2006		S		2,000	D	\$ 14.06

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Common Stock	06/27/2006	S	1,000	D	\$ 14.05	14,200	D
Common Stock	06/27/2006	S	1,000	D	\$ 14.1	13,200	D
Common Stock	06/27/2006	S	3,000	D	\$ 14.04	10,200	D
Common Stock	06/27/2006	S	5,000	D	\$ 13.99	5,200	D
Common Stock	06/27/2006	S	3,000	D	\$ 13.98	2,200	D
Common Stock	06/27/2006	S	200	D	\$ 14.15	2,000	D
Common Stock	06/27/2006	S	2,000	D	\$ 14	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Employee Stock Options (Right to Buy)	\$ 12.98	06/26/2006		M	3,000	11/29/2005 ⁽¹⁾ 07/05/2006 ⁽²⁾	Common Stock	3,000	
Employee Stock Options (Right to Buy)	\$ 12.98	06/27/2006		M	26,816	11/29/2005 ⁽¹⁾ 07/05/2006 ⁽²⁾	Common Stock	26,816	

Reporting Owners

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

Signatures

Michael J. Cassanego with Power of Attorney for Lawrence P.
Bascom

06/28/2006

__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 options vest over a 3-year period with first vesting 11/29/2005. The remainder of this granted 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.

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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