

21ST CENTURY INSURANCE GROUP

Form 4

January 29, 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 *
INGERSOLL JOHN L

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)
01/25/2007

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Vice President

(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				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)	
			or	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price				
				Code	V					Amount
Common Stock	01/25/2007		M		20,000	A	\$ 18.2	20,000	D	
Common Stock	01/25/2007		S		16,482	D	\$ 20.9703	3,518	D	
Common Stock	01/25/2007		S		3,518	D	\$ 20.952	0	D	
Common Stock	01/25/2007		M		30,814	A	\$ 16.03	30,814	D	
Common Stock	01/25/2007		S		30,814	D	\$ 20.97	0	D	

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Common Stock	01/25/2007	M	27,502	A	\$ 14.4	27,502	D
Common Stock	01/25/2007	S	27,502	D	\$ 20.97	0	D
Common Stock	01/25/2007	M	25,253	A	\$ 14.27	25,253	D
Common Stock	01/25/2007	S	25,253	D	\$ 20.97	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.2	01/25/2007		M	20,000	<u>(1)</u> 02/12/2011	Common Stock 20,000
Employee Stock Option (right to buy)	\$ 16.03	01/25/2007		M	30,814	<u>(2)</u> 02/27/2012	Common Stock 30,814
Employee Stock Option (Right to Buy)	\$ 14.4	01/25/2007		M	27,502	<u>(3)</u> 02/25/2014	Common Stock 27,502
Employee Stock Option	\$ 14.27	01/25/2007		M	25,253	<u>(4)</u> 02/16/2015	Common Stock 25,253

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGERSOLL JOHN L				Vice President

Signatures

Ronald S. Veltman with Power of Attorney for John L.
Ingersoll

01/29/2007

__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) The options vest in three (3) yearly installments beginning 2/12/02.
- (2) The options vest in three (3) yearly installments beginning 2/27/03.
- (3) The options vest in three (3) yearly installments beginning 2/25/05.
- (4) The options vest in three (3) yearly installments beginning 02/16/06.

Remarks:

Mr. Ingersoll's last day of employment was 11/09/2006.

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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