21ST CENTURY INSURANCE GROUP
Form 4
June 28, 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

(Last) (First) (Middle)

6301 OWENSMOUTH AVENUE

(Street)

WOODLAND HILLS, CA 91367

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President, CFO

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	06/26/2006		M		3,000	A	$ 12.98	3,000	D	
Common Stock	06/26/2006		S		3,000	D	$ 14.15	0	D	
Common Stock	06/27/2006		M		26,816	A	$ 12.98	26,816	D	
Common Stock	06/27/2006		S		9,616	D	$ 13.84	17,200	D	
Common Stock	06/27/2006		S		2,000	D	$ 14.06	15,200	D	

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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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 Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
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
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

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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