

Edgar Filing: 21ST CENTURY INSURANCE GROUP - Form 4

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
				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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.