

Edgar Filing: 21ST CENTURY INSURANCE GROUP - Form 4

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 18.188	09/27/2007		D	30,000	<u>(2)</u>	02/09/2010	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 22.125	09/27/2007		D	30,000	<u>(2)</u>	05/23/2010	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 16.5	09/27/2007		D	40,000	<u>(2)</u>	11/08/2010	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 18.15	09/27/2007		D	610,571	<u>(2)</u>	06/06/2011	Common Stock	610,571
Employee Stock Option (Right to Buy)	\$ 16.03	09/27/2007		D	348,837	<u>(2)</u>	02/27/2012	Common Stock	348,837
Employee Stock Option (Right to Buy)	\$ 11.68	09/27/2007		D	425,531	<u>(2)</u>	02/26/2013	Common Stock	425,531
Employee Stock Option (Right to Buy)	\$ 14.4	09/27/2007		D	396,040	<u>(2)</u>	02/25/2014	Common Stock	396,040

Employee

Stock

Option (Right to Buy)	\$ 14.27	09/27/2007	D	484,848	<u>(2)</u>	02/16/2015	Common Stock	484,84
-----------------------------	----------	------------	---	---------	------------	------------	-----------------	--------

Employee

Stock

Option (Right to Buy)	\$ 16.8	09/27/2007	D	374,220	<u>(2)</u>	02/22/2016	Common Stock	374,22
-----------------------------	---------	------------	---	---------	------------	------------	-----------------	--------

Employee

Stock

Option (Right to Buy)	\$ 16.8	09/27/2007	D	187,111	<u>(3)</u>	02/22/2016	Common Stock	187,11
-----------------------------	---------	------------	---	---------	------------	------------	-----------------	--------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARLOW BRUCE W			X	

Signatures

Ronald S. Veltman with Power of Attorney for Bruce W.

Marlow

10/01/2007

__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) These shares were cancelled pursuant to the Agreement and Plan of Merger, dated as of May 15, 2007, among 21st Century Insurance Group (the "Company"), American International Group, Inc. ("AIG") and AIG TW Corp. ("Merger Sub"), as amended pursuant to Amendment No. 1 to Agreement and Plan of Merger, dated as of June 8, 2007, among the Company, AIG and Merger Sub (the "Merger Agreement"), in exchange for the per share merger consideration of \$22.00.
- (2) Each option was to vest on or before the first anniversary of the merger and was therefore cancelled pursuant to the Merger Agreement in exchange for the excess, if any, of \$22.00 per share over the exercise price per share under such option.
- (3) Each option was to vest after the first anniversary of the merger and was therefore cancelled pursuant to the Merger Agreement in exchange for restricted stock units of AIG common stock of an equivalent value.

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.