Edgar Filing: 21ST CENTURY INSURANCE GROUP - Form 4

Washington, D.C. 20549

SECURITIES

21ST CENTURY INSURANCE GROUP

Form 4 March 17, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COMBS G EDWARD			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) 03/16/2005					DirectorX Officer (give below) Senior		Owner or (specify		
(City)	(Street)	(7in)	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	` '	(Zip)						•	uired, Disposed of		•	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med n Date, if Day/Year)	3. Transaction Code (Instr. 8)			ies Acquired sposed of (D) 4 and 5) (A) or (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) Indirect (I) (Instr. 4) 7. Nature of Indirect Indirect (Downership (Instr. 4)		
Common Stock	03/16/2005			M	,	700	A	\$ 11.68	15,700	D		
Common Stock	03/16/2005			S		700	D	\$ 13.95	15,000	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. Transactic Code (Instr. 8)	e Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (It
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 11.68	03/16/2005		M		700	12/31/2004	02/26/2013	Common Stock	700	93

Reporting Owners

Relationships

Director 10% Owner Officer Other

COMBS G EDWARD

Senior Vice President

Signatures

Ronald S. Veltman with Power of Attorney for G. Edward Combs

03/17/2005

**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).

Remarks:

Mr. Combs' last day of employment was 12/31/2004.

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.

Reporting Owners 2