

21ST CENTURY INSURANCE GROUP  
Form 8-K  
January 31, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported)**

January 25, 2007

21st Century Insurance Group  
**(Exact Name of Registrant as Specified in Charter)**

Delaware  
**(State or Other Jurisdiction of  
Incorporation)**

0-6964  
**(Commission File Number)**

95-1935264  
**(IRS Employer Identification No)**

6301 Owensmouth Avenue  
Woodland Hills, California  
**(Address of Principal Executive  
Offices)**

91367  
**(Zip Code)**

Registrant's telephone number, including area code

(818) 704-3700

Not Applicable  
**(Former Name or Former Address, if Changed Since Last Report)**

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**Section 8 - Other Events**

**Item 8.01.**

**OTHER EVENTS**

On January 25, 2007, the Registrant issued a press release, announcing an unsolicited buyout proposal from AIG. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

21ST CENTURY INSURANCE GROUP

Date: January 30, 2007

By: /s/ Michael J. Cassanego  
Name: Michael J. Cassanego  
Title: Senior Vice President and General Counsel

**EXHIBIT INDEX**

Exhibit No.

Description

99.1 Press Release of the Registrant, issued on January 25, 2007.

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