

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 11)

-----

20th Century Industries

(Name of Issuer)

Common Stock, Without Par Value

(Title of Class of Securities)

901272 20 3

(CUSIP Number)

Florence Davis, General Counsel  
American International Group, Inc.  
70 Pine Street, NYC, NY 10270 (212) 770-7000

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

August 10, 1998

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box: [ ].

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(1) NAME OF REPORTING PERSON/S.S. OR I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSON

American International Group, Inc.  
(I.R.S. Identification No. 13-2592361)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

(3) SEC USE ONLY

(4) SOURCES OF FUNDS

WC, 00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Incorporated in the State of Delaware

NUMBER OF	(7) SOLE VOTING POWER
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	44,792,320
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	44,792,320

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,792,320

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.1%

(14) TYPE OF REPORTING PERSON

HC, CO

(1) NAME OF REPORTING PERSON/S.S. OR I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSON

American Home Assurance Company  
(I.R.S. Identification No. 13-5124990)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

(3) SEC USE ONLY

(4) SOURCES OF FUNDS  
00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Incorporated in the State of New York

NUMBER OF	(7) SOLE VOTING POWER
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	11,691,765
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	11,691,765

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,691,765

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.4%

(14) TYPE OF REPORTING PERSON  
IC, CO

(1) NAME OF REPORTING PERSON/S.S. OR I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSON

Commerce & Industry Insurance Company  
(I.R.S. Identification No. 31-1938623)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

(3) SEC USE ONLY

(4) SOURCES OF FUNDS  
00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Incorporated in the State of New York

NUMBER OF	(7) SOLE VOTING POWER
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	5,414,827
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	5,414,827

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,414,827

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.2%

(14) TYPE OF REPORTING PERSON  
IC, CO

- (1) NAME OF REPORTING PERSON/S.S. OR I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSON

New Hampshire Insurance Company  
(I.R.S. Identification No. 02-0172170)

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

- (3) SEC USE ONLY

- (4) SOURCES OF FUNDS

00

- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) / /

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Incorporated in the State of Pennsylvania

NUMBER OF	(7) SOLE VOTING POWER
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	5,414,827
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	5,414,827

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,414,827

- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES / /

- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

- (14) TYPE OF REPORTING PERSON

IC, CO

CUSIP NO. 901272 20 3

(1) NAME OF REPORTING PERSON/S.S. OR I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSON

National Union Fire Insurance Company of Pittsburgh, Pa.  
(I.R.S. Identification No. 25-0687550)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

(3) SEC USE ONLY

(4) SOURCES OF FUNDS  
WC, 00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Incorporated in the State of Pennsylvania

NUMBER OF	(7) SOLE VOTING POWER
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	22,270,901
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	22,270,901

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
22,270,901

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
25.4%

(14) TYPE OF REPORTING PERSON  
IC, CO

## ITEM 1. SECURITY AND ISSUER.

This Amendment No. 11 amends and supplements Items 4, 5 and 7 of the Statement on Schedule 13D dated December 16, 1994, as amended and supplemented by Amendment No. 1 to Schedule 13D dated March 23, 1995, Amendment No. 2 to Schedule 13D dated January 20, 1998, Amendment No. 3 to Schedule 13D dated April 9, 1998, Amendment No. 4 to Schedule 13D dated May 12, 1998, Amendment No. 5 to Schedule 13D dated June 4, 1998, Amendment No. 6 to Schedule 13D dated June 15, 1998, Amendment No. 7 to Schedule 13D dated June 25, 1998, Amendment No. 8 to Schedule 13D dated July 14, 1998, Amendment No. 9 to Schedule 13D dated July 23, 1998 and Amendment No. 10 to Schedule 13D dated July 27, 1998 ("Schedule 13D"), previously filed by American International Group, Inc., a Delaware corporation ("AIG"), relating to the common stock, without par value ("Common Stock"), of 20th Century Industries, a California corporation (the "Company"). The principal executive offices of the Company are located at Suite 700, 6301 Owensmouth Avenue, Woodland Hills, California 91367.

Each capitalized term used in this statement which is defined in the Schedule 13D shall have the meaning ascribed thereto in the Schedule 13D.

## ITEM 4. PURPOSE OF TRANSACTION

On August 10, 1998, the AIG Subs sent the letter attached hereto as Exhibit 1 to John B. De Nault, Chairman of the Company.

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Between July 29, 1998 and August 10, 1998, AIG, through its subsidiary American Home, purchased 530,800 shares of Common Stock in open market transactions effected on the New York Stock Exchange at prices ranging from \$24.8750 to \$26.9375 per share.

American Home's and each other AIG Sub's current ownership interests in the Company and the Common Stock are as shown in the following table:

Company (and state of domicile)	Number of Shares	Number of Shares of Common Stock Obtainable Upon Conversion/ Exercise	Percentage of Fully Diluted Shares of Common Stock Outstanding (1)
-----	-----	-----	-----
American Home Assurance Company (New York)	200 shares of Series A Preferred Stock (2)	17,652	.02%
	11,674,113 shares of Common Stock (3)	--	13.33
Commerce & Industry Insurance Company (New York)	5,414,827 shares of Common Stock (2)	--	6.18
New Hampshire Insurance Company (Pennsylvania)	5,414,827 shares of Common Stock (2)	--	6.18
National Union Fire Insurance Company of Pittsburgh, Pa. (Pennsylvania)	22,270,901 shares of Common Stock (4)	--	25.43
	Total Common Shares	44,792,320	51.14
-----			-----

(1) Based on the number of shares of Common Stock outstanding as of June 30, 1998 (51,735,383 shares) as provided to AIG by the Company on August 6, 1998, as adjusted to give effect to the issuance of shares of Common Stock issued on July 27, 1998 on conversion of 224,750 shares of Series A Preferred Stock and on exercise of the 16 million Series A Warrants and issuable on conversion of the 200 shares of Series A Preferred Stock which remain outstanding.



- (2) The number of shares of Series A Preferred Stock owned by the AIG Subs is 200 after conversion of 102,050 shares, 61,350 shares and 61,350 shares of Series A Preferred Stock by American Home, Commerce & Industry and New Hampshire, respectively, on July 27, 1998. The number of shares of Common Stock obtainable upon conversion by American Home of the 200 shares of Series A Preferred Stock remaining outstanding is 17,652 (or .02% of fully converted shares).
- (3) American Home purchased 298,000 shares of Common Stock prior to November, 1991. American Home purchased 547,400 shares of Common Stock in open market transactions effected on the New York Stock Exchange between April 23, 1998 and May 12, 1998, 1,050,653 shares of Common Stock in open market transactions effected on the New York Stock Exchange between June 16, 1998 and July 7, 1998, and 240,200 shares of Common Stock in open market transactions effected on the New York Stock Exchange between July 23, 1998 and July 28, 1998. American Home purchased an additional 530,800 Shares of Common Stock in open market transactions effected on the New York Stock Exchange as follows:

DATE	SHARES	PRICE
July 29, 1998	4,000	\$26.8750
"	16,800	\$26.6250
"	3,800	\$26.5000
"	3,400	\$26.4375
"	1,800	\$26.6875
July 30, 1998	92,500	\$25.6875
"	1,300	\$25.7500
"	1,700	\$25.5625
"	20,000	\$25.3125
"	14,500	\$25.5000
July 31, 1998	57,000	\$25.7500
"	16,000	\$25.6875
"	14,000	\$25.6250
August 3, 1998	43,800	\$25.9375
"	22,200	\$25.8125
"	5,000	\$25.8750
August 4, 1998	6,000	\$25.6875
"	46,900	\$25.7500
"	3,800	\$25.8125
"	23,300	\$25.8750
August 5, 1998	22,100	\$25.3125
"	15,800	\$25.2500
"	10,100	\$24.8750
"	5,000	\$25.3750
"	1,000	\$24.9375
"	2,500	\$25.0000
"	500	\$25.1250
August 6, 1998	1,000	\$25.8750
"	1,600	\$25.2500
"	3,000	\$25.7500
August 7, 1998	1,400	\$25.8750
"	1,000	\$26.0000
August 10, 1998	9,600	\$26.4375
"	20,900	\$26.6250
"	3,000	\$26.8125
"	1,500	\$26.5000
"	5,200	\$26.1250
"	27,800	\$26.9375

(4) National Union purchased 602,000 shares of Common Stock prior to June, 1994. National Union purchased an additional 557,500 shares of Common Stock in open market transactions effected on the New York Stock Exchange between May 13, 1998 and June 4, 1998 and 535,400 shares of Common Stock in open market transactions effected on the New York Stock Exchange between June 5, 1998 and June 15, 1998. In addition, National Union purchased 4,376,001 shares of Common Stock under the Stock Purchase Agreement on July 14, 1998 and 200,000 shares of Common Stock thereunder on July 15, 1998.

(b). AIG and each AIG Sub share voting and dispositive power as to the securities owned by such AIG Sub.

(c). AIG, American Home, Commerce & Industry, National Union, New Hampshire, SICO, The Starr Foundation and Starr, and, to the best of each of their knowledge, the Covered Persons, have not engaged in any transactions in the Common Stock within the past 60 days, except for (i) the purchase by American Home between June 12, 1998 and August 10, 1998 of 1,581,453 shares of Common Stock as described above in footnote (3) and (ii) the purchase by National Union between June 12, 1998 and July 15, 1998, of 229,400 shares of Common Stock, the purchase of 4,376,001 shares of Common Stock pursuant to the Stock Purchase Agreement on July 14, 1998 and the purchase of 200,000 shares of Common Stock thereunder by AIG through National Union on July 15, 1998 as described above in footnote (4).

(d) and (e). Not applicable.

#### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

(A) Exhibit 1- Letter from American Home, Commerce & Industry, New Hampshire and National Union to John B. De Nault, Chairman of the Company, dated August 10, 1998.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 11, 1998

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Kathleen E. Shannon  
-----  
Kathleen E. Shannon, Vice President,  
Secretary and Associate General Counsel

AMERICAN HOME ASSURANCE COMPANY

By: /s/ Edward E. Matthews  
-----  
Edward E. Matthews,  
Senior Vice President

COMMERCE AND INDUSTRY INSURANCE COMPANY

By: /s/ Edward E. Matthews  
-----  
Edward E. Matthews,  
Senior Vice President

NATIONAL UNION FIRE INSURANCE COMPANY  
OF PITTSBURGH, PA.

By: /s/ Edward E. Matthews  
-----  
Edward E. Matthews,  
Senior Vice President

NEW HAMPSHIRE INSURANCE COMPANY

By: /s/ Edward E. Matthews  
-----  
Edward E. Matthews, Vice President

## EXHIBIT INDEX

(A) EXHIBIT 1 -- Letter from American Home, Commerce & Industry, New Hampshire and National Union to John B. De Nault, Chairman of the Company, dated August 10, 1998.

[LETTERHEAD OF AMERICAN INTERNATIONAL GROUP, INC.]

August 10, 1998

Via Registered Mail

John B. DeNault, Chairman of the Board  
20th Century Industries  
6301 Owensmouth Avenue  
Woodland Hills, California 91367

Re: Request for Notice of Special Meeting  
-----

Dear Sir,

The undersigned, American Home Assurance Company, Commerce and Industry Insurance Company, New Hampshire Insurance Company and National Union Fire Insurance Company of Pittsburgh, Pa. (the "Holders"), are the holders of at least ten percent of the common stock entitled to be voted at a special meeting of the stockholders of 20th Century Industries, a California Corporation (the "Company"). Accordingly, the Holders are entitled to call a special meeting of stockholders of the Company pursuant to Section 600 (d) of the California General Corporation Law (the "Code") and Section 2.02 of the Company's Amended and Restated Bylaws, as amended through February 25, 1997.

The Holders, pursuant to Section 601 (c) of the Code, hereby request that you cause notice of a special meeting of the Company's shareholders at 10:00 a.m. on Monday, September 28, 1998, at Woodland Hills, California (or such other place designated by the board of directors) to be mailed to shareholders entitled to vote thereat. The purpose of the special meeting is to (i) remove the current Board of Directors; and (ii) elect a new board of directors from persons nominated by the Holders and other persons entitled to vote at the special meeting.

Very truly yours,

AMERICAN HOME ASSURANCE COMPANY

By: /s/ T. R. Tizzio

-----  
Name: Thomas R. Tizzio  
Title: Chairman of the Board

COMMERCE AND INDUSTRY  
INSURANCE CO.

By: /s/ T. R. Tizzio

-----  
Name: Thomas R. Tizzio  
Title: Chief Executive Officer &  
Chairman of the Board

NEW HAMPSHIRE INSURANCE COMPANY

By: /s/ Michael Castelli

-----  
Name: Michael Castelli  
Title: Senior Vice President

NATIONAL UNION FIRE INSURANCE  
COMPANY OF PITTSBURGH, PA.

By: /s/ T. R. Tizzio

-----  
Name: Thomas R. Tizzio  
Title: Chairman of the Board