

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 21)  
21st Century Insurance Group

(Name of Issuer)

Common Stock, Without Par Value

(Title of Class of Securities)

901272 20 3

(CUSIP Number)

Kathleen E. Shannon  
Vice President and Secretary  
American International Group, Inc.  
70 Pine Street, New York, NY 10270 (212) 770-7000  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

April 7, 2000  
(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	53,445,620
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	53,445,620

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
53,445,620

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
62.6%

(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	14,395,665
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	14,395,665

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
14,395,665

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
16.9%

(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)

6.3%

(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)

6.3%

- (14) TYPE OF REPORTING PERSON

IC, CO

(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	28,220,301
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	28,220,301

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
28,220,301

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
33.0%

(14) TYPE OF REPORTING PERSON  
IC, CO

## ITEM 1. SECURITY AND ISSUER.

This Amendment No. 21 amends and supplements Item 5 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, Amendment No. 10 to Schedule 13D dated July 27, 1998, Amendment No. 11 to Schedule 13D dated August 10, 1998, Amendment No. 12 to Schedule 13D dated August 19, 1998, Amendment No. 13 to Schedule 13D dated August 24, 1998, Amendment No. 14 to Schedule 13D dated September 3, 1998, Amendment No. 15 to Schedule 13D dated September 11, 1998, Amendment No. 16 to Schedule 13D filed on November 10, 1998, Amendment No. 17 to Schedule 13D filed on December 16, 1998, Amendment No. 18 to Schedule 13D filed on February 5, 1999, Amendment No. 19 to Schedule 13D filed on April 1, 1999 and Amendment No. 20 to Schedule 13D filed on May 3, 1999 ("Schedule 13D") previously filed by American International Group, Inc., a Delaware corporation ("AIG"), relating to the common stock, without par value ("Common Stock"), of 21st Century Insurance Group, 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 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As a result of purchases by the Company of its Common Stock in open market transactions, AIG's and each AIG Sub's percentage ownership interest in the Company has increased as the number of shares of Common Stock outstanding decreased in connection with such purchases.

In addition, between May 3, 1999 and May 7, 1999 AIG, through its subsidiary National Union, purchased 431,700 shares of Common Stock in open market transactions effected on the New York Stock Exchange at prices ranging from \$17.8750 to \$17.9375 per share as follows:

DATE	SHARES	PRICE
- - - - -	- - - - -	- - - - -
May 3, 1999	62,600	17.9375
May 4, 1999	288,600	17.9375
May 5, 1999	10,600	17.9375
May 6, 1999	35,800	17.8750
May 6, 1999	21,800	17.9375
May 7, 1999	12,300	17.9375

National Union's and each other AIG Sub's current ownership interests in the Company and the Common Stock is set forth on the cover pages to this Amendment No. 21 to Schedule 13D. The ownership percentages appearing on such pages have been calculated based on the number of shares of Common Stock outstanding as of April 7, 2000 (85,326,290 shares) as reported by the Company in the Company's Proxy Statement on Schedule 14A dated April 20, 2000.

(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 since the filing of Amendment No. 20 to Schedule 13D, except for the purchase by National Union between May 3, 1999 and May 7, 1999 of 431,700 shares of Common Stock as described in (a) above.



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: May 31, 2000

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Kathleen E. Shannon  
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Kathleen E. Shannon,  
Vice President and Secretary

AMERICAN HOME ASSURANCE COMPANY

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

COMMERCE AND INDUSTRY INSURANCE COMPANY

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

NATIONAL UNION FIRE INSURANCE COMPANY  
OF PITTSBURGH, PA.

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

NEW HAMPSHIRE INSURANCE COMPANY

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