

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 7)

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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)

June 25, 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	39,061,822
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	39,061,822

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,061,822

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

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

44.6%

(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	10,537,266
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	10,537,266

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,537,266

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
12.0%

(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	5,414,828
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	5,414,828

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,414,828

(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	5,414,828
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	5,414,828

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

5,414,828

- (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	17,694,900
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	
PERSON WITH	(10) SHARED DISPOSITIVE POWER
	17,694,900

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,694,900

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.2%

(14) TYPE OF REPORTING PERSON  
IC, CO

## ITEM 1. SECURITY AND ISSUER.

This Amendment No. 7 amends 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 and Amendment No. 6 to Schedule 13D dated June 15, 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 5. INTEREST IN SECURITIES OF THE ISSUER.

(a). Between June 16, 1998 and June 25, 1998, AIG, through its subsidiary American Home, purchased 667,153 shares of Common Stock in open market transactions effected on the New York Stock Exchange at prices ranging from \$28.125 to \$28.875 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)	102,250 shares of Series A Preferred Stock (2)	9,024,713	10.31%
	1,512,553 shares of Common Stock (3)	1,512,553	1.73
Commerce & Industry Insurance Company (New York)	61,350 shares of Series A Preferred Stock (2)	5,414,828	6.18
New Hampshire Insurance Company (Pennsylvania)	61,350 shares of Series A Preferred Stock (2)	5,414,828	6.18
National Union Fire Insurance Company of Pittsburgh, Pa. (Pennsylvania)	16 Million Series A Warrants (4)	16,000,000	18.27
	1,694,900 shares of Common Stock (5)	1,694,900	1.94
	Total Common Shares	39,061,822	44.61

(1) Based on the number of shares of Common Stock outstanding as of April 24, 1998 (51,715,380 shares) as reported by the Company in its Quarterly Report on Form 10-Q for the three month period ended March 31, 1998, as adjusted to give effect to the issuance of shares of Common Stock issuable on full conversion of the 224,950 shares of Series A Preferred Stock and on full exercise of the 16 million Series A Warrants.



- (2) The aggregate number of shares of Series A Preferred Stock owned by the AIG Subs is 224,950, representing 200,000 shares purchased at the time of the initial investment in December 1994, 20,000 shares purchased in March 1995 when the Investment Agreement was amended and 4,950 shares issued as a pay-in-kind dividend by the Company in 1995. To date, the AIG Subs have not converted any shares of Series A Preferred Stock. The aggregate number of shares of Common Stock obtainable upon full conversion is 19,854,369 (or 22.67% 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. American Home purchased an additional 667,153 Shares of Common Stock in open market transactions effected on the New York Stock Exchange as follows:

DATE	SHARES	PRICE
June 16, 1998	6,900	\$28.6875
"	15,500	\$28.625
"	17,000	\$28.1875
"	3,200	\$28.125
"	500	\$28.75
"	2,400	\$28.5625
June 17, 1998	38,000	\$28.625
"	5,000	\$28.4375
"	9,000	\$28.375
June 18, 1998	22,300	\$28.50
"	2,700	\$28.5625
June 19, 1998	57,200	\$28.3125
"	12,800	\$28.25
June 22, 1998	500	\$28.50
"	8,400	\$28.5625
"	53,600	\$28.625
"	2,500	\$28.75
June 23, 1998	4,500	\$28.625
"	30,000	\$28.3125
"	20,000	\$28.50
"	135,000	\$28.75
"	1,000	\$28.75
"	1,000	\$28.5625
"	200	\$28.375
June 24, 1998	18,400	\$28.50
"	3,800	\$28.625
June 25, 1998	150,000	\$28.6875
"	19,153	\$28.75
"	24,500	\$28.875
"	2,100	\$28.6875

- (4) The 16 million Series A Warrants were purchased at the time of the initial investment in December 1994 and to date the AIG Subs have not exercised any Series A Warrants.
- (5) 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. National Union purchased an additional 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.

(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 and 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 the purchase by American Home between April 25, 1998 and June 25, 1998 of 1,134,553 shares of Common Stock as described above in footnote (3) and the purchase by National Union between May 13, 1998 and June 15, 1998, of 1,092,900 shares of Common Stock as described above in footnote (5).

(d) and (e). Not applicable.

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: June 25, 1998

AMERICAN INTERNATIONAL GROUP, INC.

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

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  
-----  
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