

RLI CORP
Form 4
February 04, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MICHAEL JONATHAN E

(Last) (First) (Middle)
9025 N. LINDBERGH DRIVE
(Street)

PEORIA, IL 61615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RLI CORP [RLI]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	219,898.5548	D ⁽¹⁾	
Common Stock				(A) or (D)	92,623.7635	I	By Empl. Stock Ownership Plan ⁽²⁾
Common Stock				(A) or (D)	50,435.229	I	By Key Employee Benefit Plan ⁽¹⁾
Common				(A) or (D)	20,354.3272	I	By Trust ⁽¹⁾

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Stock

Common Stock	6,607.8369	I	J.E. Michael 2011 Grantor Retained Annuity Trust Dtd 08/02/11
Common Stock	7,708.9199	I	J.E. Michael 2012 Grantor Retained Annuity Trust Dtd 07/24/12
Common Stock	5,060	I	Michael Charitable Fund dtd 08/30/11

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option	\$ 69.48	02/01/2013		A	15,000	02/01/2014 ⁽³⁾ 02/01/2021	Common Stock	15,000
Stock Option	\$ 27.54 <u>(4) (5) (6)</u>					05/05/2006 05/05/2015	Common Stock	45,000
Stock Option	\$ 33.15 <u>(4) (5) (6)</u>					05/04/2007 ⁽³⁾ 05/04/2016	Common Stock	10,500
						08/04/2007 ⁽³⁾ 08/04/2016		10,500

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Stock	\$ 30.44			Common	
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>			Stock	
Stock	\$ 37.04		11/03/2007 ⁽³⁾	11/03/2016	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 39.21		02/02/2008 ⁽³⁾	02/02/2017	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 39.09		05/03/2008 ⁽³⁾	05/03/2017	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 39.67		08/03/2008 ⁽³⁾	08/03/2017	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 39.03		11/02/2008 ⁽³⁾	11/02/2017	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 38.41		02/01/2009 ⁽³⁾	02/01/2018	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 33 ⁽⁴⁾ ⁽⁵⁾		05/01/2009 ⁽³⁾	05/01/2018	Common
Option	<u>(6)</u>				Stock
Stock	\$ 37.36		08/01/2009 ⁽³⁾	08/01/2018	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 39.73		11/03/2009 ⁽³⁾	11/03/2018	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 39.89		02/02/2010 ⁽³⁾	02/02/2019	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 29.9 ⁽⁴⁾		05/07/2010 ⁽³⁾	05/07/2017	Common
Option	<u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 33.49		08/03/2010 ⁽³⁾	08/03/2017	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 32.9 ⁽⁴⁾		11/02/2010 ⁽³⁾	11/02/2017	Common
Option	<u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 34.62		02/01/2011 ⁽³⁾	02/01/2018	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 39.34		05/06/2011 ⁽³⁾	05/06/2018	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 39.2 ⁽⁴⁾		08/02/2011 ⁽³⁾	08/02/2018	Common
Option	<u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 40.26		11/01/2011 ⁽³⁾	11/01/2018	Common
Option	<u>(4)</u> <u>(5)</u> <u>(6)</u>				Stock
Stock	\$ 45.28		02/01/2012 ⁽³⁾	02/01/2019	Common
Option	<u>(4)</u> <u>(5)</u>				Stock
Stock	\$ 48.73		05/05/2012 ⁽³⁾	05/05/2019	Common
Option	<u>(4)</u> <u>(5)</u>				Stock
			08/01/2012 ⁽³⁾	08/01/2019	

Stock	\$ 52.62				Common	
Option	(4) (5)				Stock	
Stock	\$ 57.59			11/01/2012 ⁽³⁾	11/01/2019	Common
Option	(4) (5)					Stock
Stock	\$ 67.61			02/01/2013 ⁽³⁾	02/01/2020	Common
Option	(4)					Stock
Stock	\$ 63.7 ⁽⁴⁾			05/03/2013 ⁽³⁾	05/03/2020	Common
Option						Stock
Stock	\$ 58.25			08/01/2013 ⁽³⁾	08/01/2020	Common
Option	(4)					Stock
Stock	\$ 62.83			11/01/2013 ⁽³⁾	11/01/2020	Common
Option	(4)					Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHAEL JONATHAN E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	X		President	

Signatures

/s/ Jonathan E.
Michael

02/04/2013

**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).
- (1) Ownership reflects dividend reinvestment.
- (2) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (3) Pursuant to option schedule wherein 20% of the aggregate number of shares granted may be exercised commencing one year from grant date and each year thereafter in 20% increments.
- (4) Stock option grant price adjusted to reflect \$5 extraordinary dividend declared 11/14/12.
- (5) Stock Option grant price adjusted to reflect \$5 RLI extraordinary dividend declared 11/17/11.
- (6) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.

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.