

RLI CORP
Form 4
October 27, 2005

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)
10/25/2005

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/25/2005		M/K		2,250	A	\$ 9.15
							116,244.8889 (1)
Common Stock	10/25/2005		M/K		21,000	A	\$ 13
							137,244.8889 (1)
Common Stock	10/25/2005		M/K		4,864	A	\$ 15.7813
							142,108.8889 (1)
Common Stock	10/25/2005		M/K		1	A	\$ 21.1
							142,109.8889 (1)
Common Stock	10/25/2005		F/K		5,561	D	\$ 52.8
							136,548.8889 (1)

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Common Stock	10/25/2005	F/K	2,631	D	\$ 52.8	133,917.8889 (1)	D	
Common Stock						59,570.6644 (2)	I	By Empl. Stock Ownership Plan
Common Stock						33,988.7959 (3)	I	By Key Employee Benefit Plan
Common Stock						13,716.1072 (4)	I	By Trust

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option	\$ 15.9063					05/06/2000 05/06/2009	Common Stock 6,290
Stock Option	\$ 20.05					05/03/2002 05/03/2011	Common Stock 60,000
Stock Option	\$ 29.335					05/02/2003 05/02/2012	Common Stock 60,000
Stock Option	\$ 29.55					05/01/2004 05/01/2013	Common Stock 60,000
Stock Option	\$ 35.08					05/06/2005 05/06/2014	Common Stock 60,000
Stock Option	\$ 44.54					05/05/2006 05/05/2015	Common Stock 45,000
	\$ 9.15	10/25/2005		M/K	2,250	05/02/1997 05/02/2006	2,250

Stock Option								Common Stock	
Stock Option	\$ 13	10/25/2005	M/K	21,000	05/01/1998	05/01/2007		Common Stock	21,000
Stock Option	\$ 15.7813	10/25/2005	M/K	4,864	05/04/2001	05/04/2010		Common Stock	4,864
Stock Option	\$ 21.1	10/25/2005	M/K	1	05/07/1999	05/07/2008		Common Stock	1

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

Jonathan E
Michael

10/27/2005

__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.
- (5) Options balance adjusted to reflect 2 additional options received pursuant to the 1995 and 1998 stock splits.
- (4) Ownership reflects dividend reinvestment.
- (3) Ownership reflects dividend reinvestment.

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.