

RLI CORP  
Form 4  
October 21, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**10/21/2011**

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

(Street)  
**PEORIA, IL 61615**

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	10/21/2011		S <sup>(5)</sup>		966	D	\$ 70.1169	7,060	I	Michael Charitable Fund dtd 08/30/11
Common Stock								217,648.3207	D <sup>(2)</sup>	
Common Stock								78,446.928	I	By Empl. Stock Ownership Plan <sup>(3)</sup>
								42,873.2937	I	

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Common Stock							By Key Employee Benefit Plan <sup>(2)</sup>
Common Stock				17,300.5395	I		By Trust <sup>(2)</sup>
Common Stock				5,751.6688	I		J.E. Michael 2009 Grantor Retained Annuity Trust Dtd 02/24/09
Common Stock				8,164	I		J.E. Michael 2011 Grantor Retained Annuity Trust Dtd 08/02/11

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)	8. Amount or Number of Shares
Stock Option	\$ 37.54 <sup>(1)</sup>			Code V	(A) (D)	Date Exercisable: 05/05/2006 Expiration Date: 05/05/2015	Common Stock	45,000
						05/04/2007 <sup>(4)</sup> 05/04/2016		10,500

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Stock Option	\$ 43.15 <u>(1)</u>			Common Stock	
Stock Option	\$ 40.44 <u>(1)</u>	08/04/2007 <sup>(4)</sup>	08/04/2016	Common Stock	10,500
Stock Option	\$ 47.04 <u>(1)</u>	11/03/2007 <sup>(4)</sup>	11/03/2016	Common Stock	10,500
Stock Option	\$ 49.21 <u>(1)</u>	02/02/2008 <sup>(4)</sup>	02/02/2017	Common Stock	10,500
Stock Option	\$ 49.09 <u>(1)</u>	05/03/2008 <sup>(4)</sup>	05/03/2017	Common Stock	10,500
Stock Option	\$ 49.67 <u>(1)</u>	08/03/2008 <sup>(4)</sup>	08/03/2017	Common Stock	10,500
Stock Option	\$ 48.41 <u>(1)</u>	02/01/2009 <sup>(4)</sup>	02/01/2018	Common Stock	10,500
Stock Option	\$ 49.03 <u>(1)</u>	11/02/2008 <sup>(4)</sup>	11/02/2017	Common Stock	10,500
Stock Option	\$ 43 <sup>(1)</sup> <u>(1)</u>	05/01/2009 <sup>(4)</sup>	05/01/2018	Common Stock	10,500
Stock Option	\$ 47.36 <u>(1)</u>	08/01/2009 <sup>(4)</sup>	08/01/2018	Common Stock	10,500
Stock Option	\$ 49.73 <u>(1)</u>	11/03/2009 <sup>(4)</sup>	11/03/2018	Common Stock	10,500
Stock Option	\$ 49.89 <u>(1)</u>	02/02/2010 <sup>(4)</sup>	02/02/2019	Common Stock	10,500
Stock Option	\$ 39.9 <sup>(1)</sup> <u>(1)</u>	05/07/2010 <sup>(4)</sup>	05/07/2017	Common Stock	9,750
Stock Option	\$ 43.49 <u>(1)</u>	08/03/2010 <sup>(4)</sup>	08/03/2017	Common Stock	9,750
Stock Option	\$ 42.9 <sup>(1)</sup> <u>(1)</u>	11/02/2010 <sup>(4)</sup>	11/02/2017	Common Stock	9,750
Stock Option	\$ 44.62 <u>(1)</u>	02/01/2011 <sup>(4)</sup>	02/01/2018	Common Stock	9,750
Stock Option	\$ 49.34 <u>(1)</u>	05/06/2011 <sup>(4)</sup>	05/06/2018	Common Stock	8,500
Stock Option	\$ 49.2 <sup>(1)</sup> <u>(1)</u>	08/02/2011 <sup>(4)</sup>	08/02/2018	Common Stock	8,500
Stock Option	\$ 50.26 <u>(1)</u>	11/01/2011 <sup>(4)</sup>	11/01/2018	Common Stock	8,500
Stock Option	\$ 55.28	02/01/2012 <sup>(4)</sup>	02/01/2019	Common Stock	8,500
	\$ 58.73	05/05/2012 <sup>(4)</sup>	05/05/2019		15,000

Stock Option				Common Stock	
Stock Option	\$ 62.62	08/01/2012 <sup>(4)</sup>	08/01/2019	Common Stock	15,000

## 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 10/21/2011

    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) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (2) Ownership reflects dividend reinvestment.
- (3) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (4) 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.
- (5) Transaction reflects sale of shares held in the Michael Charitable Fund, Jonathan E. Michael Donor, dated 8/30/11.

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.