

RLI CORP
Form 4
April 16, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

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

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

9025 N. LINDBERGH DRIVE

04/15/2013

President

(Street)

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

PEORIA, IL 61615

(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 or Price					
Common Stock	04/15/2013		J ⁽¹⁾		27.12	A	\$ 73.7462	220,112.5378	D ⁽²⁾	
Common Stock								93,261.5845	I	By Empl. Stock Ownership Plan ⁽³⁾
Common Stock								50,659.15	I	By Key Employee Benefit Plan ⁽²⁾
								20,444.6961	I	By Trust ⁽²⁾

Edgar Filing: RLI CORP - Form 4

Common
Stock

Common Stock	6,637.153	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 27.54 <u>(4)</u> <u>(5)</u> <u>(6)</u>					05/05/2006	05/05/2015	Common Stock	45,000
						05/04/2007 ⁽⁷⁾	05/04/2016		10,500

Edgar Filing: RLI CORP - Form 4

Stock Option	\$ 33.15 <u>(4) (5) (6)</u>			Common Stock	
Stock Option	\$ 30.44 <u>(4) (5) (6)</u>	08/04/2007 ⁽⁷⁾	08/04/2016	Common Stock	10,500
Stock Option	\$ 37.04 <u>(4) (5) (6)</u>	11/03/2007 ⁽⁷⁾	11/03/2016	Common Stock	10,500
Stock Option	\$ 39.21 <u>(4) (5) (6)</u>	02/02/2008 ⁽⁷⁾	02/02/2017	Common Stock	10,500
Stock Option	\$ 39.09 <u>(4) (5) (6)</u>	05/03/2008 ⁽⁷⁾	05/03/2017	Common Stock	10,500
Stock Option	\$ 39.67 <u>(4) (5) (6)</u>	08/03/2008 ⁽⁷⁾	08/03/2017	Common Stock	10,500
Stock Option	\$ 39.03 <u>(4) (5) (6)</u>	11/02/2008 ⁽⁷⁾	11/02/2017	Common Stock	10,500
Stock Option	\$ 38.41 <u>(4) (5) (6)</u>	02/01/2009 ⁽⁷⁾	02/01/2018	Common Stock	10,500
Stock Option	\$ 33 ^{(4) (5)} <u>(6)</u>	05/01/2009 ⁽⁷⁾	05/01/2018	Common Stock	10,500
Stock Option	\$ 37.36 <u>(4) (5) (6)</u>	08/01/2009 ⁽⁷⁾	08/01/2018	Common Stock	10,500
Stock Option	\$ 39.73 <u>(4) (5) (6)</u>	11/03/2009 ⁽⁷⁾	11/03/2018	Common Stock	10,500
Stock Option	\$ 39.89 <u>(4) (5) (6)</u>	02/02/2010 ⁽⁷⁾	02/02/2019	Common Stock	10,500
Stock Option	\$ 29.9 ⁽⁴⁾ <u>(5) (6)</u>	05/07/2010 ⁽⁷⁾	05/07/2017	Common Stock	9,750
Stock Option	\$ 33.49 <u>(4) (5) (6)</u>	08/03/2010 ⁽⁷⁾	08/03/2017	Common Stock	9,750
Stock Option	\$ 32.9 ⁽⁴⁾ <u>(5) (6)</u>	11/02/2010 ⁽⁷⁾	11/02/2017	Common Stock	9,750
Stock Option	\$ 34.62 <u>(4) (5) (6)</u>	02/01/2011 ⁽⁷⁾	02/01/2018	Common Stock	9,750
Stock Option	\$ 39.34 <u>(4) (5) (6)</u>	05/06/2011 ⁽⁷⁾	05/06/2018	Common Stock	8,500
Stock Option	\$ 39.2 ⁽⁴⁾ <u>(5) (6)</u>	08/02/2011 ⁽⁷⁾	08/02/2018	Common Stock	8,500
Stock Option	\$ 40.26 <u>(4) (5) (6)</u>	11/01/2011 ⁽⁷⁾	11/01/2018	Common Stock	8,500
Stock Option	\$ 45.28 <u>(4) (5)</u>	02/01/2012 ⁽⁷⁾	02/01/2019	Common Stock	8,500
		05/05/2012 ⁽⁷⁾	05/05/2019		15,000

Edgar Filing: RLI CORP - Form 4

Stock	\$ 48.73				Common	
Option	<u>(4)</u> <u>(5)</u>				Stock	
Stock	\$ 52.62		08/01/2012 ⁽⁷⁾	08/01/2019	Common	15,000
Option	<u>(4)</u> <u>(5)</u>				Stock	
Stock	\$ 57.59		11/01/2012 ⁽⁷⁾	11/01/2019	Common	15,000
Option	<u>(4)</u> <u>(5)</u>				Stock	
Stock	\$ 67.61		02/01/2013 ⁽⁷⁾	02/01/2020	Common	15,000
Option	<u>(4)</u>				Stock	
Stock	\$ 63.7 ⁽⁴⁾		05/03/2013 ⁽⁷⁾	05/03/2020	Common	15,000
Option					Stock	
Stock	\$ 58.25		08/01/2013 ⁽⁷⁾	08/01/2020	Common	15,000
Option	<u>(4)</u>				Stock	
Stock	\$ 62.83		11/01/2013 ⁽⁷⁾	11/01/2020	Common	15,000
Option	<u>(4)</u>				Stock	
Stock	\$ 69.48		02/01/2014 ⁽⁷⁾	02/01/2021	Common	15,000
Option					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

04/16/2013

 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) Shares purchased through payroll deduction feature of the RLI Dividend Reinvestment Plan.
- (2) Ownership reflects dividend reinvestment.
- (3) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (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.
- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: RLI CORP - Form 4

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.