

RLI CORP

Form 4

December 18, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

12/17/2012

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	12/17/2012		J ⁽¹⁾	V Amount (A) or (D) Price 31.013 A \$ 64.49	217,653.1648	D ⁽²⁾	
Common Stock					85,587.4083	I	By Empl. Stock Ownership Plan ⁽³⁾
Common Stock					46,601.034	I	By Key Employee Benefit Plan ⁽²⁾
					18,806.8184	I	By Trust ⁽²⁾

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Common
Stock

Common
Stock

6,575.5036 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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(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 (4) (5) (6)					05/05/2006	05/05/2015	Common Stock	45,000	
						05/04/2007 ⁽⁷⁾	05/04/2016		10,500	

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

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	

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 12/18/2012

__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.
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