

STONE MICHAEL J  
Form 4  
January 04, 2019

**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 \*  
STONE MICHAEL J

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)  
18808 GANTON AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2019

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

BRADENTON, FL 34202

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 Indirect Beneficial Ownership (Instr. 4) |              |                  |                            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------|------------------|----------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |              |                  |                            |
| Common Stock                    | 01/03/2019                           |  | J <sup>(1)</sup>               |   | 3,486   | D  | \$ 0  | 25,603.482   | I <sup>(2)</sup> | By Trust                   |
| Common Stock                    | 01/03/2019                           |  | J <sup>(1)</sup>               |   | 3,486   | A  | \$ 0  | 302,872.1688 | D <sup>(2)</sup> |                            |
| Common Stock                    | 01/03/2019                           |  | S <sup>(3)</sup>               |   | 1,540   | D  | \$ 67.0683  | 301,332.1688 | D <sup>(2)</sup> |                            |
| Common Stock                    |                                      |  |                                |   |   |  |   | 1,280        | I                | By Wife, Custodian UTMA-FL |
| Common Stock                    |                                      |  |                                |   |   |  |   | 21,977.55    | I <sup>(2)</sup> | M.J. Stone Grantor         |

Retained  
Annuity  
Trust (M6)  
dtd.  
10/31/11

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. Price of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |                            |
| Restricted Stock Unit                      | (4)  |                                      |  |                                |   | (5)  | (5)   | Common Stock                               | 792                        |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| STONE MICHAEL J<br>18808 GANTON AVENUE<br>BRADENTON, FL 34202 |               | X         |         |       |

## Signatures

/s/ Michael J.  
Stone 01/04/2019

\*\*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) Quarterly distribution from the RLI Corp. Executive Deferred Compensation Plan to Michael J. Stone.
- (2) Ownership reflects dividend reinvestment
- (3) Sale of shares re payment of tax liability on quarterly deferred compensation distribution.
- (4) Upon vesting, each restricted stock unit represents the right to receive one share of common stock.
- (5) These restricted stock units are scheduled to vest 100% on the earlier of (1) the date of the RLI Corp. 2019 Annual Shareholders Meeting or (2) one year after the date of grant.

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.