

RLI CORP
Form 4
August 17, 2007

FORM 4

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

OMB APPROVAL

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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 *
STONE MICHAEL J

(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)
08/15/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) Other (specify below)
President RLI Insurance Compan

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/15/2007 | | M/K | | 29,421 | A | \$ 20.05 |
| | | | | | | | 84,474.9181 (1) |
| Common Stock | 08/15/2007 | | M/K | | 12,500 | A | \$ 21.1 |
| | | | | | | | 96,974.9181 (1) |
| Common Stock | 08/15/2007 | | F/K | | 22,701 | D | \$ 55.97 |
| | | | | | | | 74,273.9181 (1) |
| Common Stock | | | | | | | 13,108.7087 (2) |
| | | | | | | I | By Empl. Stock Ownership Plan |
| | | | | | | I | By Trust |

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Common Stock 17,245.8116
(3)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | 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 6,004 |
| Stock Option | \$ 15.7813 | | | | | 05/04/2001 05/04/2010 | Common Stock 5,889 |
| Stock Option | \$ 29.335 | | | | | 05/02/2003 05/02/2012 | Common Stock 48,000 |
| Stock Option | \$ 29.55 | | | | | 05/01/2004 05/01/2013 | Common Stock 40,000 |
| Stock Option | \$ 35.08 | | | | | 05/06/2005 05/06/2014 | Common Stock 40,000 |
| Stock Option | \$ 44.54 | | | | | 05/05/2006 05/05/2015 | Common Stock 30,000 |
| Stock Option | \$ 50.15 | | | | | 05/04/2007 05/04/2016 | Common Stock 27,500 |
| Stock Option | \$ 56.09 | | | | | 05/03/2008 05/03/2017 | Common Stock 31,500 |
| Stock Option | \$ 20.05 | 08/15/2007 | | M/K | 29,421 | 05/03/2002 05/03/2011 | Common Stock 29,421 |
| Stock Option | \$ 21.1 | 08/15/2007 | | M/K | 12,500 | 05/07/1999 05/07/2008 | Common Stock 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| STONE MICHAEL J 9025 N. LINDBERGH DRIVE PEORIA, IL 61615 | | | | President RLI Insurance Compan |

Signatures

Michael J Stone 08/17/2007

__Signature of Date
Reporting Person

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.
 - (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.
 - (3) Ownership reflects dividend reinvestment.
 - (2) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.

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