

RLI CORP
Form 4
February 11, 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

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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)
02/08/2013

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 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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|------------------|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/08/2013 | | J ⁽¹⁾ | V | 1,600.3865 | A | \$ 69.22 | 82,578.1279 | D ⁽²⁾ | M.J. Stone Grantor Retained Annuity Trust (M2) |
| Common Stock | 02/08/2013 | | J ⁽¹⁾ | V | 1,600.3865 | D | \$ 69.22 | 2,262 | I | M.J. Stone Grantor Retained Annuity Trust (M2) |
| Common Stock | 02/08/2013 | | G | V | 2,262 | D | \$ 69.22 | 0 | I | M.J. Stone Grantor Retained Annuity Trust (M2) |

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| | | | |
|--------------|-------------|---|--|
| Common Stock | 21,754.8769 | I | By Empl. Stock Ownership Plan ⁽³⁾ |
| Common Stock | 24,958.4678 | I | By Trust ⁽²⁾ |
| Common Stock | 7,592.621 | I | M.J. Stone Grantor Retained Annuity Trust (M3) |
| Common Stock | 7,180 | I | M.J. Stone Grantor Retained Annuity Trust (M4) dtd. 10/31/11 |
| Common Stock | 10,614.081 | I | M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11 |
| Common Stock | 5,000 | I | M.J. Stone Grantor Retained Annuity Trust (M7) dtd. 01/30/13 |
| Common Stock | 5,000 | I | M.J. Stone Grantor Retained Annuity Trust (M8) dtd. 01/30/13 |
| Common Stock | 5,000 | I | M.J. Stone Grantor Retained Annuity Trust (M9) dtd. 01/30/13 |
| Common Stock | 11,198.451 | I | M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11 |

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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 | \$ 39.09 <u>(4)</u> <u>(5)</u> <u>(6)</u> | | | | | 05/03/2008 ⁽⁷⁾ 05/03/2017 | Common Stock | 31,500 |
| Stock Option | \$ 33 <u>(4)</u> <u>(5)</u> <u>(6)</u> | | | | | 05/01/2009 ⁽⁷⁾ 05/01/2018 | Common Stock | 34,000 |
| Stock Option | \$ 29.9 <u>(4)</u> <u>(5)</u> <u>(6)</u> | | | | | 05/07/2010 ⁽⁷⁾ 05/07/2017 | Common Stock | 19,200 |
| Stock Option | \$ 39.34 <u>(4)</u> <u>(5)</u> <u>(6)</u> | | | | | 05/06/2011 ⁽⁷⁾ 05/06/2018 | Common Stock | 6,000 |
| Stock Option | \$ 39.2 <u>(4)</u> <u>(5)</u> <u>(6)</u> | | | | | 08/02/2011 ⁽⁷⁾ 08/02/2018 | Common Stock | 6,000 |
| Stock Option | \$ 40.26 <u>(4)</u> <u>(5)</u> <u>(6)</u> | | | | | 11/01/2011 ⁽⁷⁾ 11/01/2018 | Common Stock | 6,000 |
| Stock Option | \$ 45.28 <u>(4)</u> <u>(5)</u> | | | | | 02/01/2012 ⁽⁷⁾ 02/01/2019 | Common Stock | 6,000 |
| Stock Option | \$ 48.73 <u>(4)</u> <u>(5)</u> | | | | | 05/05/2012 ⁽⁷⁾ 05/05/2019 | Common Stock | 8,000 |
| Stock Option | \$ 52.62 <u>(4)</u> <u>(5)</u> | | | | | 08/01/2012 ⁽⁷⁾ 08/01/2019 | Common Stock | 8,000 |
| Stock Option | \$ 57.59 <u>(4)</u> <u>(5)</u> | | | | | 11/01/2012 ⁽⁷⁾ 11/01/2019 | Common Stock | 8,000 |
| Stock Option | \$ 67.61 <u>(4)</u> | | | | | 02/01/2013 ⁽⁷⁾ 02/01/2020 | Common Stock | 8,000 |
| | \$ 63.7 <u>(4)</u> | | | | | 05/03/2013 ⁽⁷⁾ 05/03/2020 | | 8,000 |

| Stock Option | | | | Common Stock | |
|--------------|-----------------|---------------------------|------------|--------------|-------|
| Stock Option | \$ 58.25 (4) | 08/01/2013 ⁽⁷⁾ | 08/01/2020 | Common Stock | 8,000 |
| Stock Option | \$ 62.83 (4) | 11/01/2013 ⁽⁷⁾ | 11/01/2020 | Common Stock | 8,000 |
| Stock Option | \$ 69.48 | 02/01/2014 ⁽⁷⁾ | 02/01/2021 | Common Stock | 8,000 |

Reporting Owners

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

Signatures

/s/ Michael J.

Stone 02/11/2013

__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 transferred from the M.J. Stone Grantor Retained Annuity Trust (M-2) to M.J. Stone.
- (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.

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