

RLI CORP
Form 4
March 28, 2016

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

(Last) (First) (Middle)
18808 GANTON AVENUE
(Street)

BRADENTON, FL 34202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RLI CORP [RLI]

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2016

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)

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	02/22/2016		J ⁽¹⁾	V	26,615.4127	A	\$ 63.55	284,890.0178	D ⁽²⁾	
Common Stock	02/22/2016		J ⁽¹⁾	V	26,615.4127	D	\$ 63.55	0.0026	I	By Empl. Stock Ownership Plan ⁽³⁾
Common Stock	03/01/2016		J ⁽⁴⁾	V	334.3224	A	\$ 64.204	334.325	I	By Empl. Stock Ownership Plan ⁽³⁾
Common Stock								59,265.9534	I ⁽²⁾	By Trust

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Common Stock			5,300	I	By Wife
Common Stock			480	I	By Wife, Custodian UTMA-FL
Common Stock			17,937.155	I ⁽²⁾	M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11
Common Stock			22,511.55	I ⁽²⁾	M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11
Common Stock			7,500	I	M.J. Stone Grantor Retained Annuity Trust (M8) dtd. 01/30/13
Common Stock			8,685	I	M.J. Stone Grantor Retained Annuity Trust (M9) dtd. 01/30/13

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	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)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

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

Signatures

/s/ Michael J.
Stone 03/28/2016

**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 RLI Corp. ESOP to Michael J. Stone.
- (2) Ownership reflects dividend reinvestment
- (3) Balance reflects annual company contributions and dividend reinvestment.
- (4) 2015 ESOP contribution.

Remarks:

Subsequent to the date of the transactions reported on this Form 4, Michael J. Stone sold 26,607 shares from his direct holding

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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