

Bryant Todd Wayne
 Form 5
 January 22, 2019

FORM 5

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

OMB APPROVAL
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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Bryant Todd Wayne
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

9025 N. LINDBERGH DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Finance & Controller

PEORIA, IL 61615
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	18,029	D	^
Common Stock	^	^	^	^	^	^	25,327.971	I	Employee Stock Ownership Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Stock	300
Restricted Stock Unit	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Stock	300
Stock Option	\$ 38.21 (4) (5)	Â	Â	Â	Â	Â	05/01/2015(6)	05/01/2022	Common Stock	2,400
Stock Option	\$ 47.61 (4)	Â	Â	Â	Â	Â	05/07/2016(6)	05/07/2023	Common Stock	4,800
Stock Option	\$ 64.09	Â	Â	Â	Â	Â	05/05/2017(6)	05/05/2024	Common Stock	9,000
Stock Option	\$ 56.71	Â	Â	Â	Â	Â	05/04/2018(6)	05/04/2025	Common Stock	11,000
Stock Option	\$ 63.14	Â	Â	Â	Â	Â	05/03/2019(6)	05/03/2026	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bryant Todd Wayne 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	Â	Â	Â	VP, Finance & Controller

Signatures

/s/ Todd W.
Bryant

01/22/2019

**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) Balance reflects annual company contributions and dividend reinvestment.
- (2) Upon vesting, each restricted stock unit represents the right to receive one share of common stock.
- (3) These restricted stock units are scheduled to vest 100% on the third anniversary of the date of grant.
- (4) Stock option grant price adjusted to reflect \$2.00 extraordinary dividend declared 11-12-15.
- (5) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/13/14.
- (6) 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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