

RLI CORP  
Form 4  
October 24, 2014

**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)  
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)  
10/22/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 10/22/2014                           |  | J <sup>(1)</sup>               | V D   | 12,550 \$ 46.34   | D <sup>(2)</sup>   |   |
| Common Stock                    | 10/22/2014                           |  | J <sup>(1)</sup>               | V A   | 12,550 \$ 46.34   | I  | By Wife   |
| Common Stock                    | 10/22/2014                           |  | G                              | V D   | 630 \$ 46.34  | D <sup>(2)</sup>   |   |
| Common Stock                    | 10/22/2014                           |  | G                              | V A   | 630 \$ 46.34  | I  | By Wife, Custodian UTMA-FL                            |
| Common Stock                    |                                      |  |                                |   | 47,223.7438   | I  | By Empl. Stock  |

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|              |             |                  |  | Ownership Plan <sup>(3)</sup>                                |
|--------------|-------------|------------------|--|--|
| Common Stock | 52,945.0281 | I <sup>(2)</sup> |  | By Trust   |
| Common Stock | 9,492       | I                |  | M.J. Stone Grantor Retained Annuity Trust (M4) dtd. 10/31/11 |
| Common Stock | 20,610.896  | I <sup>(2)</sup> |  | M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11 |
| Common Stock | 22,825.308  | I <sup>(2)</sup> |  | M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11 |
| Common Stock | 8,130       | I                |  | M.J. Stone Grantor Retained Annuity Trust (M7) dtd. 01/30/13 |
| Common Stock | 8,722       | I                |  | M.J. Stone Grantor Retained Annuity Trust (M8) dtd. 01/30/13 |
| Common Stock | 9,072       | I                |  | M.J. Stone Grantor Retained Annuity Trust (M9) dtd. 01/30/13 |

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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) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

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

## Signatures

/s/ Michael J. Stone  
10/24/2014

\*\*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 Michael J. Stone to his wife.
- (2) Ownership reflects dividend reinvestment
- (3) Balance reflects annual company contributions and dividend reinvestment.

### Remarks:

Historically, each outstanding stock option grant has been reflected under Table II on all Form 4 filings. Those previously reported are not being reported here. 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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