

RLI CORP  
Form 4  
July 27, 2015

**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 \*  
**MICHAEL JONATHAN E**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**9025 N. LINDBERGH DRIVE**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/23/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President**

(Street)  
**PEORIA, IL 61615**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/23/2015		M		21,000 A \$ 15.335	527,959.3188	D <sup>(1)</sup>
Common Stock	07/23/2015		M		21,000 A \$ 15.015	548,959.3188	D <sup>(1)</sup>
Common Stock	07/23/2015		M		21,000 A \$ 14.705	569,959.3188	D <sup>(1)</sup>
Common Stock	07/23/2015		M		21,000 A \$ 14.18	590,959.3188	D <sup>(1)</sup>
Common Stock	07/23/2015		M		21,000 A \$ 15.365	611,959.3188	D <sup>(1)</sup>

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Common Stock	07/23/2015	M	21,000	A	\$ 15.445	632,959.3188	D <u>(1)</u>	
Common Stock	07/23/2015	F	76,003	D	\$ 55.74	556,956.3188	D <u>(1)</u>	
Common Stock	07/24/2015	<u>J(2)</u>	V 3,629	D	\$ 55.7	4,676.9199	I <u>(1)</u>	J.E. Michael 2012 Grantor Retained Annuity Trust Dtd 07/24/12
Common Stock	07/24/2015	<u>J(2)</u>	V 3,629	A	\$ 55.7	560,585.3188	D <u>(1)</u>	
Common Stock						212,363.8139	I	By Empl. Stock Ownership Plan <u>(3)</u>
Common Stock						114,825.809	I <u>(1)</u>	By Key Employee Benefit Plan
Common Stock						46,340.6689	I <u>(1)</u>	By Trust
Common Stock						23,436.9684	I	J.E. Michael 2014 GRAT 1 dtd 08/06/14
Common Stock						23,436.9684	I	J.E. Michael 2014 GRAT 2 dtd 08/06/14

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)

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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)	Amount or Number of Shares
Stock Option	\$ 15.335 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	07/23/2015		M	21,000	08/03/2008 <sup>(10)</sup> 08/03/2017	Common Stock	21,000
Stock Option	\$ 15.015 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	07/23/2015		M	21,000	11/02/2008 <sup>(10)</sup> 11/02/2017	Common Stock	21,000
Stock Option	\$ 14.705 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	07/23/2015		M	21,000	02/01/2009 <sup>(10)</sup> 02/01/2018	Common Stock	21,000
Stock Option	\$ 14.18 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	07/23/2015		M	21,000	08/01/2009 <sup>(10)</sup> 08/01/2018	Common Stock	21,000
Stock Option	\$ 15.365 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	07/23/2015		M	21,000	11/03/2009 <sup>(10)</sup> 11/03/2018	Common Stock	21,000
Stock Option	\$ 15.445 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	07/23/2015		M	21,000	02/02/2010 <sup>(10)</sup> 02/02/2019	Common Stock	21,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHAEL JONATHAN E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	X		President	

## Signatures

/s/ Jonathan E.  
Michael  
07/27/2015  
Date

\*\*Signature of 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
- (2) Shares transferred from the J.E. Michael 2012 Grantor Retained Annuity Trust dtd. 07/24/12 to J.E. Michael.
- (3) Balance reflects annual company contributions and dividend reinvestment.
- (4) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/13/14.
- (5) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/14/13.
- (6) Stock option grant price adjusted to reflect \$5 extraordinary dividend declared 11/14/12.
- (7) Stock Option grant price adjusted to reflect \$5 RLI extraordinary dividend declared 11/17/11.
- (8) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (9) Stock option grant price and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.
- (10) 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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