OLD REPUBLIC INTERNATIONAL CORP
Form 11-K
June 28, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

[X] Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the Fiscal Year Ended December 31, 2006

or

[ ] Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from _______________ to ______________

Commission File Number: 001-10607

GREAT WEST CASUALTY COMPANY
PROFIT SHARING PLAN

OLD REPUBLIC INTERNATIONAL CORPORATION
307 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601

Total Pages: 17

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Committee has duly caused this annual report to be signed on behalf of the undersigned, thereunto duly authorized.

GREAT WEST CASUALTY COMPANY
PROFIT SHARING PLAN, Registrant

By, /s/ Cathernine B. Bishop
Catherine B. Bishop, Plan Committee Member

By, /s/ Vickie Hirchert
Vickie Hirchert, Plan Committee Member

By, /s/ R. Scott Rager
R. Scott Rager, Plan Committee Member

By, /s/ Gaylen L. TenHulzen
Gaylen L. TenHulzen, Plan Committee Member

Dated: June 14, 2007

Great West Casualty Company
Profit Sharing Plan
Report on Audits of Financial Statements
and Supplemental Schedule
For the Years Ended December 31, 2006 and 2005

GREAT WEST CASUALTY COMPANY PROFIT SHARING PLAN
Index to Financial Statements

Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable.

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of the
Great West Casualty Company Profit Sharing Plan

We have audited the accompanying statement of net assets available for benefits of the Great West Casualty Company Profit Sharing Plan (the "Plan") as of December 31, 2006 and the related statement of changes in net assets available for benefits for the year ended December 31, 2006. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of the Plan as of and for the year ended December 31, 2005 were audited by other auditors whose report dated June 23, 2006 expressed an unqualified opinion on those financial statements. As discussed in Note 2 to the financial statements, the Plan has adjusted its 2005 financial statements to retrospectively apply the change in accounting, effective December 31, 2006, to reclassify investments at contract value to fair value for fully benefit-responsive investment contracts upon adoption of FASB Staff Position Nos. AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*. The other auditors reported on the financial statements before the retrospective adjustments.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2006, and the changes in net assets available for benefits for the year ended December 31, 2006 in conformity with U.S. generally accepted accounting principles.

We also audited the adjustments to the 2005 financial statements to retrospectively apply the change in accounting as described in Note 2. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to the Plan's 2005 financial statements other than with respect to the adjustments and, accordingly, we do not express an opinion or any other form of assurance on the 2005 financial statements taken as a whole.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes (referred to as "supplemental schedule") as of December 31, 2006 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Mayer Hoffman McCann P.C.

Minneapolis, Minnesota
June 14, 2007

2

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of
Great West Casualty Company Profit Sharing Plan:

In our opinion, the accompanying statement of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Great West Casualty Company Profit Sharing Plan (the "Plan") at December 31, 2005 and the changes in net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers, LLP

Chicago, Illinois
June 23, 2006

GREAT WEST CASUALTY COMPANY PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2006 AND 2005

	December 31, 2006	2005
ASSETS:		
Investments, at fair value:		
Pooled separate accounts	$42,503,847	$31,992,840
PRIAC Guaranteed Long-Term Account	18,854,731	18,621,369
Old Republic International Corporation (ORI) common stock	6,662,510	6,855,698
Participant loans	1,940,971	1,788,235
	69,962,059	59,258,142
Contribution Receivables:		
Employer	32,746	-
Participants	114,031	-
Net assets available for benefits, at fair value	70,108,836	59,258,142
Adjustment from fair value to contract value for PRIAC Guaranteed Long-Term Account, a fully-benefit responsive investment contract	-	-
Net assets available for benefits	$70,108,836	$59,258,142

The accompanying notes are an integral part of these financial statements.

GREAT WEST CASUALTY COMPANY PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

	Years Ended December 31,	
	2006	2005
Additions:		
Contributions:		
Employer	$3,949,373	$3,403,063
Participants	2,069,320	2,093,113
Rollover contributions	274,234	192,870
Total contributions	6,292,927	5,689,046
Investment Income:		
Net appreciation of pooled separate accounts	5,440,341	2,245,552
Net appreciation of ORI common stock	642,454	191,450
Interest from PRIAC Guaranteed Long-Term Account	651,268	588,885
Dividends from ORI common stock	171,441	388,114
Interest from participant loans	111,663	107,173
Total investment income	7,017,167	3,521,174
Total additions	13,310,094	9,210,220
Deductions:		
Benefits paid to participants	(2,454,500)	(3,204,527)
Administrative expenses	(4,900)	(7,361)
Total deductions	(2,459,400)	(3,211,888)
Net increase	10,850,694	5,998,332
Net assets available for benefits:		
Beginning of year	59,258,142	53,259,810
End of year	$70,108,836	$59,258,142

The accompanying notes are an integral part of these financial statements.

GREAT WEST CASUALTY COMPANY PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Great West Casualty Company Profit Sharing Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution profit-sharing plan sponsored by Great West Casualty Company (the Company), covering all eligible employees of the Company and its affiliates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and the Internal Revenue Code (IRC).

(b) Eligibility

Under the terms of the Plan, an employee shall become eligible for inclusion in the Plan 30 days following the first day he/she completes an hour of service and upon attaining age 21. The Plan provides for automatic enrollment of employees in the Plan at a pre-tax deferral election rate of 2% unless the employee elects not to participate. An employee shall become eligible for employer discretionary contributions after completion of 1,000 hours of service in any Plan year, beginning with date of hire and attaining age 21. Minimum age for vesting service is 18 years.

(c) Contributions and Participant Accounts

Participants may contribute 1/2% to 15% of their annual wages to the Plan. In 2006 and 2005, the Company made matching contributions to the Plan equal to 25% of the first 6% of the employees' pre-tax contribution amount. Participants may elect to have their contributions invested in any one or more of the Prudential Retirement Insurance and Annuity Company (PRIAC) separate investment funds, a PRIAC guaranteed-interest contract, or an Old Republic International Corporation stock account. Participants may make changes to their elective contribution deferrals for the following payroll period and their investment designations with respect to their account balances and future contributions at any time. The Company may also contribute an additional non-matching amount out of its current or accumulated profits, if any, as determined by the Company.

Participants who have attained age 50 before the close of the Plan Year shall be eligible to make catch-up contributions to the Plan. The additional catch-up contributions permitted were $4,000 in 2005 and $5,000 in 2006.

Rollover distributions from another "qualified" plan may be transferred into the Plan, provided that the Internal Revenue Code permits a tax-free rollover. Any amount so transferred will be placed in a rollover contribution account, which is fully vested. Withdrawals from rollover contribution accounts other than Plan loans are not allowed prior to termination of employment.

Plan contributions are subject to certain limitations as prescribed by the Internal Revenue Service with contributions in excess of IRC limits returned to participants or Company when determined.

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions as described above and (b) Plan earnings. Allocations are based on participant account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

GREAT WEST CASUALTY COMPANY PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, Continued

NOTE 1 - DESCRIPTION OF PLAN, Continued

(d) Vesting

All employee and employer matching contributions are immediately 100% vested. Participants are vested in the value of Company discretionary contributions on a 6-year graded scale with 20% vesting after 2 years of credited service to 100% vesting after 6 years of credited service.

(e) Payment of Benefits

On termination of service, retirement, or death a participant or his/her beneficiary may elect to leave their funds in the Plan or receive either a single-sum payment or purchase of a single premium life annuity contract. Net assets at December 31, 2006 and 2005, include funds totaling $5,719,213 and $5,499,110, respectively, which represent the account balance of retired and terminated participants who have elected to leave the funds in the Plan upon retirement or termination.

(f) Forfeitures

If a participant terminates employment with the company prior to becoming fully vested, the non-vested portion of the Company's discretionary contributions and related earnings thereon are forfeited. All forfeitures are segregated until the employee has attained break(s) in service totaling five years. At that time, forfeitures are allocated pro-rata to each participant account according to their respective eligible compensation for that year. There were unallocated assets of $24,560 and $521, respectively at
December 31, 2006 and 2005, related to these forfeitures.

(g) Loans

Participants may elect to borrow from the Plan based upon specified conditions. A participant may have two outstanding loans at any time. Minimum single loan amount is $1,000. In no case shall the aggregate amount loaned to a participant exceed the lesser of the following: (a) $50,000 reduced by the excess of the highest outstanding balance of loans from the Plan during the one year period ending on the date before the date of the loan to the participant; or (b) 50% of the participant's vested account balance. The interest rate on such loans is the prime rate as declared in the Wall Street Journal plus 1% at the time of loan origination. Principal and interest is repaid ratably through semi-monthly payroll deductions. Loans are repaid within 5 years or within 10 years if the loan is used to acquire the participant's principal residence. Interest rates on loans outstanding as of December 31, 2006 range from 5.00% to 10.50% on loans maturing through November 9, 2016.

(h) Administrative Expenses

The Company provides administrative support for the Plan and pays for certain administrative and trustee fees. Investment management fees are paid by the Plan and included in the net investment appreciation (depreciation) for the year.

GREAT WEST CASUALTY COMPANY PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, Continued

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis.

Effective for the year ended December 31, 2006, the Plan adopted the provisions of the Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FSP). As described in FSP, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the statement of net assets available for benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(b) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

(c) Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, bonds, fixed income securities, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

(d) Investments and Income Recognition

The Plan has a contract with PRIAC, where PRIAC maintains contributions in a contract holder's account and such contributions are allocated according to participant elections to sixteen separate pooled investment funds and a guaranteed income contract. The participants' accounts are credited with earnings on the underlying investments less any Plan benefits paid and charges for PRIAC management fees and investment expenses. The pooled separate accounts and the guaranteed income contract are included in the financial statements at fair value. Investments in separate pooled accounts are valued on a per unit market value basis as determined by PRIAC which reflects the fair value of the investments comprising the separate pooled accounts. The fair value of the guaranteed income contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The guaranteed interest returns are dependent upon, among other factors, the underlying financial viability of the issuer of the contract.

8

GREAT WEST CASUALTY COMPANY PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, Continued

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Old Republic International Corporation (ORI) stock account, which is invested in ORI common stock, is stated at fair value based on quoted closing market value on the last business day of the year.
The Plan presents in the statements of changes in net assets available for benefits the net appreciation in the fair value of its investments in pooled separate accounts and the ORI stock account, which consists of realized gains or losses and the unrealized appreciation of the investment. Purchases and sales of securities are recorded on a trade date basis. Investment income is recorded on the accrual basis. Dividends on stocks are credited to income on the ex-dividend date.

(e) Benefit Payments

Benefit payments to participants are recorded upon distribution.