

RLI CORP
Form 4/A
October 22, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DONDANVILLE JOSEPH E

(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)
08/07/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
08/10/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President/CFO

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 Ownership (Instr. 4)
Common Stock	08/07/2009		G ⁽³⁾	V 500 D \$ 0	76,510.015	D	
Common Stock					25,002.4171	I	By Empl. Stock Ownership Plan ⁽⁴⁾
Common Stock					8,817.8022	I	By Trust ⁽¹⁾
Common Stock					12,276	I	By Wife in Trust
					200	I	

Common
StockBy Wife, As
Custodian

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 29.335					05/02/2003 05/02/2012	Common Stock	32,000
Stock Option	\$ 29.55					05/01/2004 05/01/2013	Common Stock	28,000
Stock Option	\$ 35.08					05/06/2005 05/06/2014	Common Stock	28,000
Stock Option	\$ 44.54					05/05/2006 05/05/2015	Common Stock	21,000
Stock Option	\$ 50.15					05/04/2007 ⁽²⁾ 05/04/2016	Common Stock	17,500
Stock Option	\$ 56.09					05/03/2008 ⁽²⁾ 05/03/2017	Common Stock	18,000
Stock Option	\$ 50					05/01/2009 ⁽²⁾ 05/01/2018	Common Stock	5,000
Stock Option	\$ 54.36					08/01/2009 ⁽²⁾ 08/01/2018	Common Stock	5,000
Stock Option	\$ 56.73					11/03/2009 ⁽²⁾ 11/03/2018	Common Stock	5,000
Stock Option	\$ 56.89					02/02/2010 ⁽²⁾ 02/02/2019	Common Stock	5,000

Stock Option	\$ 46.9	05/07/2010 ⁽²⁾	05/07/2017	Common Stock	4,700
Stock Option	\$ 50.49	08/03/2010 ⁽²⁾	08/03/2017	Common Stock	4,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDANVILLE JOSEPH E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615			Senior Vice President/CFO	

Signatures

/s/ Joseph E.
Dondanville

10/22/2009

__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) Ownership reflects dividend reinvestment.
- (2) 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.
- (3) Mr. Dondanville's transfer of 500 shares on 08/07/09 to the Dondanville Family Charitable Trust was a gift and was improperly coded in the original filing. This transaction line item has been changed to reflect accurate characterization and is the only change on this Form 4/A.
- (4) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.