

RLI CORP
Form 4
November 28, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Kennedy Daniel O

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/23/2011		M	2,159 A \$ 46.31	7,636.724	D	(1)
Common Stock	11/23/2011		M	8,000 A \$ 43.15	15,636.724	D	(1)
Common Stock	11/23/2011		M	3,088 A \$ 45.3	18,724.724	D	(1)
Common Stock	11/23/2011		M	7,200 A \$ 49.09	25,924.724	D	(1)
Common Stock	11/23/2011		M	6,600 A \$ 43	32,524.724	D	(1)

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Common Stock	11/23/2011	M	4,120	A	\$ 39.9	36,644.724	D ⁽¹⁾	
Common Stock	11/23/2011	M	1,760	A	\$ 49.34	38,404.724	D ⁽¹⁾	
Common Stock	11/23/2011	F ⁽⁵⁾	25,364	D	\$ 71.8169	13,040.724	D ⁽¹⁾	
Common Stock						2,629.6372	I	By Esop ⁽⁶⁾
Common Stock						462.5521	I	By Executive Deferred Compensation ⁽¹⁾

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 46.31 ⁽²⁾	11/23/2011		M	2,159	05/04/2007 05/04/2016	Common Stock	2,159	
Stock Option	\$ 43.15 ⁽⁴⁾	11/23/2011		M	8,000	05/04/2007 ⁽³⁾ 05/04/2016	Common Stock	8,000	
Stock Option	\$ 45.3 ⁽⁴⁾	11/23/2011		M	3,088	02/21/2007 ⁽³⁾ 02/21/2016	Common Stock	3,088	
Stock Option	\$ 49.09 ⁽⁴⁾	11/23/2011		M	7,200	05/03/2008 ⁽³⁾ 05/03/2017	Common Stock	7,200	
Stock Option	\$ 43 ⁽⁴⁾	11/23/2011		M	6,600	05/01/2009 ⁽³⁾ 05/01/2018	Common Stock	6,600	
Stock Option	\$ 39.9 ⁽⁴⁾	11/23/2011		M	4,120	05/07/2010 ⁽³⁾ 05/07/2017	Common Stock	4,120	

Stock Option	\$ 49.34 (4)	11/23/2011	M	1,760	05/06/2011(3)	05/06/2018	Common Stock	1,760
Stock Option	\$ 58.73				05/05/2012(3)	05/05/2019	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Daniel O 9025 N. LINDBERGH DRIVE PEORIA, IL 61615			Vice President General Counsel	

Signatures

/s/ Daniel O.
Kennedy

11/28/2011

**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) Stock Option grant price and number of incentive stock options granted adjusted to reflect \$7 RLI extraordinary special dividend paid 12/29/10.
- (3) 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.
- (4) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (5) Shares sold in connection with net exercise of options to fund exercise price and associated taxes, pursuant to a benefit plan registered under Form S-8.
- (6) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.

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