

RLI CORP  
Form 4  
December 17, 2013

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

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
MICHAEL JONATHAN 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)  
12/16/2013

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

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	12/16/2013		J <sup>(1)</sup>	V	21.509	A	\$ 92.985	256,113.0528	D <sup>(2)</sup>	
Common Stock								94,064.243	I <sup>(2)</sup>	By Empl. Stock Ownership Plan
Common Stock								51,092.767	I <sup>(2)</sup>	By Key Employee Benefit Plan
								20,619.6925	I <sup>(2)</sup>	By Trust

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Common  
Stock

Common Stock	4,618.9658	I <u>(2)</u>	J.E. Michael 2011 Grantor Retained Annuity Trust Dtd 08/02/11
Common Stock	6,034.9199	I <u>(2)</u>	J.E. Michael 2012 Grantor Retained Annuity Trust Dtd 07/24/12
Common Stock	4,860	I	Michael Charitable Fund dtd 08/30/11

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

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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	\$ 34.04 <u>(3) (4) (5)</u> <u>(6)</u>					11/03/2007 <sup>(7)</sup>	11/03/2016	Common Stock	10,500

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Stock Option	\$ 36.21 <u>(3) (4) (5)</u> <u>(6)</u>	02/02/2008 <sup>(7)</sup>	02/02/2017	Common Stock	10,500
Stock Option	\$ 36.09 <u>(3) (4) (5)</u> <u>(6)</u>	05/03/2008 <sup>(7)</sup>	05/03/2017	Common Stock	10,500
Stock Option	\$ 36.67 <u>(3) (4) (5)</u> <u>(6)</u>	08/03/2008 <sup>(7)</sup>	08/03/2017	Common Stock	10,500
Stock Option	\$ 36.03 <u>(3) (4) (5)</u> <u>(6)</u>	11/02/2008 <sup>(7)</sup>	11/02/2017	Common Stock	10,500
Stock Option	\$ 35.41 <u>(3) (4) (5)</u> <u>(6)</u>	02/01/2009 <sup>(7)</sup>	02/01/2018	Common Stock	10,500
Stock Option	\$ 34.36 <u>(3) (4) (5)</u> <u>(6)</u>	08/01/2009 <sup>(7)</sup>	08/01/2018	Common Stock	10,500
Stock Option	\$ 36.73 <u>(3) (4) (5)</u> <u>(6)</u>	11/03/2009 <sup>(7)</sup>	11/03/2018	Common Stock	10,500
Stock Option	\$ 36.89 <u>(3) (4) (5)</u> <u>(6)</u>	02/02/2010 <sup>(7)</sup>	02/02/2019	Common Stock	10,500
Stock Option	\$ 26.9 <sup>(3)</sup> <u>(4) (5) (6)</u>	05/07/2010 <sup>(7)</sup>	05/07/2017	Common Stock	1,950
Stock Option	\$ 30.49 <u>(3) (4) (5)</u> <u>(6)</u>	08/03/2010 <sup>(7)</sup>	08/03/2017	Common Stock	3,900
Stock Option	\$ 29.9 <sup>(3)</sup> <u>(4) (5) (6)</u>	11/02/2010 <sup>(7)</sup>	11/02/2017	Common Stock	3,900
Stock Option	\$ 31.62 <u>(3) (4) (5)</u> <u>(6)</u>	02/01/2011 <sup>(7)</sup>	02/01/2018	Common Stock	9,750
Stock Option	\$ 36.34 <u>(3) (4) (5)</u> <u>(6)</u>	05/06/2011 <sup>(7)</sup>	05/06/2018	Common Stock	8,500
Stock Option	\$ 36.2 <sup>(3)</sup> <u>(4) (5) (6)</u>	08/02/2011 <sup>(7)</sup>	08/02/2018	Common Stock	8,500
Stock Option	\$ 37.26 <u>(3) (4) (5)</u> <u>(6)</u>	11/01/2011 <sup>(7)</sup>	11/01/2018	Common Stock	8,500
		02/01/2012 <sup>(7)</sup>	02/01/2019		8,500



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- (2) Ownership reflects dividend reinvestment
- (3) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/14/13.
- (4) Stock option grant price adjusted to reflect \$5 extraordinary dividend declared 11/14/12.
- (5) Stock Option grant price adjusted to reflect \$5 RLI extraordinary dividend declared 11/17/11.
- (6) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (7) 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.

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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