

RLI CORP  
Form 4  
November 22, 2016

**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 \*  
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)  
11/21/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/21/2016		M		6,000 A \$ 22.295	659,243.5738	D <sup>(1)</sup>
Common Stock	11/21/2016		M		24,000 A \$ 24.915	683,243.5738	D <sup>(1)</sup>
Common Stock	11/21/2016		M		18,000 A \$ 28.24	701,243.5738	D <sup>(1)</sup>
Common Stock	11/21/2016		M		12,000 A \$ 29.42	713,243.5738	D <sup>(1)</sup>
Common Stock	11/21/2016		M		12,000 A \$ 35.27	725,243.5738	D <sup>(1)</sup>

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Common Stock	11/21/2016	M	50,339	D	\$ 62.8	674,904.5738	D <sup>(1)</sup>	
Common Stock						223,067.388	I	By Empl. Stock Ownership Plan <sup>(2)</sup>
Common Stock						120,491.53	I <sup>(1)</sup>	By Key Employee Benefit Plan
Common Stock						48,627.2041	I <sup>(1)</sup>	By Trust
Common Stock						20,325.1251	I <sup>(1)</sup>	J.E. Michael 2014 GRAT 1 dtd 08/05/14
Common Stock						22,987.2753	I <sup>(1)</sup>	J.E. Michael 2014 GRAT 2 dtd 08/05/14

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 22.295 <u>(3) (4) (5)</u> <u>(6) (7) (8)</u>	11/21/2016		M	6,000	11/01/2012 <sup>(9)</sup>	11/01/2019	Common Stock	6,000

Stock Option	\$ 24.915 (3) (4) (5) (6) (8)	11/21/2016	M	24,000	11/01/2013 <sup>(9)</sup>	11/01/2020	Common Stock	24,000
Stock Option	\$ 28.24 (3) (4) (5) (8)	11/21/2016	M	18,000	02/01/2014 <sup>(9)</sup>	02/01/2021	Common Stock	18,000
Stock Option	\$ 29.42 (3) (4) (5) (8)	11/21/2016	M	12,000	05/02/2014 <sup>(9)</sup>	05/02/2021	Common Stock	12,000
Stock Option	\$ 35.27 (3) (4) (5) (8)	11/21/2016	M	12,000	08/01/2014 <sup>(9)</sup>	08/01/2021	Common Stock	12,000

## 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  
11/22/2016

\*\*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) Balance reflects annual company contributions and dividend reinvestment.
- (3) Stock option grant price adjusted to reflect \$2.00 extraordinary dividend declared 11-12-15.
- (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 and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.
- (9) 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. 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.