

RLI CORP
Form 4
August 24, 2005

FORM 4

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

OMB APPROVAL

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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 *
STEPHENS GERALD D

(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)
08/23/2005

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)

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------------------|---|-------------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 08/23/2005 | | J ⁽¹⁾ | | 542 | A | \$ 0 | 1,006,338.0971 ⁽²⁾ | D | |
| Common Stock | 08/23/2005 | | J ⁽¹⁾ | | 542.0192 | D | \$ 0 | 0 | I | By Empl. Stock Ownership Plan |
| Common Stock | | | | | | | | 18,226.7247 | I | By Executive Deferred Comp |
| Common Stock | | | | | | | | 115,259.263 ⁽³⁾ | I | By Key Emp. Benefit Plan |
| Common Stock | | | | | | | | 33,836.8538 ⁽⁴⁾ | I | By Trust for Grandchildren |

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| | | | |
|--------------|-------------|---|--|
| Common Stock | 3,692 | I | By Trust for Sister |
| Common Stock | 64,995.64 | I | By Wife |
| Common Stock | 82,032.8118 | I | G.D. Stephens Grantor Retained Annuity Trust |
| Common Stock | 5,530.7889 | I | H.M. Stephens Grantor Retained Annuity Trust |

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.

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option | \$ 15.9063 | | | | | 05/06/2000 | 05/06/2009 | Common Stock | 61,400 |
| Stock Option | \$ 9.15 | | | | | 05/02/1997 | 05/02/2006 | Common Stock | 54,252 |
| Stock Option | \$ 13 | | | | | 05/01/1998 | 05/01/2007 | Common Stock | 83,002 |
| Stock Option | \$ 15.7813 | | | | | 05/04/2001 | 05/04/2010 | Common Stock | 56,000 |
| Stock Option | \$ 20.05 | | | | | 05/03/2001 | 05/03/2011 | Common Stock | 1,800 |
| | \$ 21.1 | | | | | 05/07/1999 | 05/07/2008 | | 82,500 |

| Stock Option | | | | Common Stock | |
|--------------|-----------|------------|------------|--------------|-------|
| Stock Option | \$ 29.405 | 05/01/2003 | 05/01/2012 | Common Stock | 1,800 |
| Stock Option | \$ 29.55 | 05/01/2004 | 05/01/2013 | Common Stock | 1,800 |
| Stock Option | \$ 34.55 | 05/03/2005 | 05/03/2014 | Common Stock | 1,800 |
| Stock Option | \$ 40.39 | 02/02/2005 | 02/02/2014 | Common Stock | 1,800 |
| Stock Option | \$ 43.97 | 02/01/2006 | 02/01/2015 | Common Stock | 1,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STEPHENS GERALD D 9025 N. LINDBERGH DRIVE PEORIA, IL 61615 | | X | | |

Signatures

Gerald D
Stephens

08/24/2005

**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).
- (3) Ownership reflects dividend reinvestment.
- (4) Ownership reflects dividend reinvestment.
- (5) Options balance adjusted to reflect 2 additional options received pursuant to the 1995 and 1998 stock splits.
- (2) Ownership reflects dividend reinvestment.
- (1) Shares distributed to Mr. Stephens pursuant to RLI Corp. Employee Stock Ownership Plan rules.

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.