RLI CORP Form 4 August 18, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31,

2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

RLI CORP [RLI]

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MICHAEL JONATHAN E

					_		-			(Chec	k all applicab	le)		
	(Last)	(First)	(Middle)	3. Date	of Earliest	t T	ransaction							
	9025 N. LI	NDBERGH DR	IVE	(Month/ 08/15/2	Day/Year 2014)				_X_ Director _X_ Officer (give below)		% Owner her (specify		
		(Street)		4. If Am	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
PEORIA, IL 61615				Filed(Month/Day/Year)					Applicable Line) _X_ 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											ally Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transact Code (Instr. 8)	ioı	4. Securiti (A) or Dis (Instr. 3, 4	posed	of (D)	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)		
	Stock	08/15/2014			J <u>(1)</u>		44.496	A	44.95	477,341.9828	$D^{(2)}$			
	Common Stock									196,742.3783	I	By Empl. Stock Ownership Plan (3)		
	Common Stock									106,555.582	I (2)	By Key Employee Benefit Plan		
										43,003.0207	I (2)	By Trust		

Common	
Stock	

Common Stock	4,540.4535	I (2)	J.E. Michael 2011 Grantor Retained Annuity Trust Dtd 08/02/11
Common Stock	8,305.9199	I (2)	J.E. Michael 2012 Grantor Retained Annuity Trust Dtd 07/24/12
Common Stock	23,188	I	J.E. Michael 2014 GRAT 1 dtd 08/06/14
Common Stock	23,188	I	J.E. Michael 2014 GRAT 2 dtd 08/06/14

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

Date Expiration Exercisable Date

Code V (A) (D)

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MICHAEL JONATHAN E
9025 N. LINDBERGH DRIVE X President
PEORIA, IL 61615

Signatures

/s/ Jonathan E. 08/18/2014 Michael

**Signature of Reporting Date
Person

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) Shares purchased through payroll deduction feature of the RLI Dividend Reinvestment Plan.
- (2) Ownership reflects dividend reinvestment
- (3) Balance reflects annual company contributions and dividend reinvestment.

Remarks:

Historically, each outstanding stock option grant has been reflected under Table II on all Form 4 filings. Those previously report 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.

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