

RLI CORP

Form 4

June 18, 2013

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
06/17/2013

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 06/17/2013                              |   | J <sup>(1)</sup>                     | V Amount (A)<br>or (D)<br>26.335 A                                      | \$<br>75.9436  | 235,197.6248  | D <sup>(2)</sup>  |
| Common<br>Stock                       |   |   |                                      |   | 93,261.5845  | I   | By Empl.<br>Stock<br>Ownership<br>Plan <sup>(3)</sup>             |
| Common<br>Stock                       |   |   |                                      |   | 50,659.15  | I   | By Key<br>Employee<br>Benefit<br>Plan <sup>(2)</sup>              |
|                                       |   |   |                                      |   | 20,444.6961  | I   | By Trust <sup>(2)</sup>   |

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Common  
Stock

Common  
Stock

Common  
Stock

Common  
Stock

6,637.153 I

7,708.9199 I

5,060 I

J.E.  
Michael  
2011  
Grantor  
Retained  
Annuity  
Trust Dtd  
08/02/11

J.E.  
Michael  
2012  
Grantor  
Retained  
Annuity  
Trust Dtd  
07/24/12

Michael  
Charitable  
Fund dtd  
08/30/11

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. De<br>Se<br>(In |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|--------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                    |
| Stock<br>Option                                     | \$ 33.15<br>(4) (5) (6)  |   |   |                                      |  | 05/04/2007 <sup>(7)</sup>                                      | 05/04/2016         | Common<br>Stock   | 10,500                              |                    |
|   |  |   |   |                                      |  | 08/04/2007 <sup>(7)</sup>                                      | 08/04/2016         |   | 10,500                              |                    |

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|        |                                     |                           |            |        |        |
|--------|-------------------------------------|---------------------------|------------|--------|--------|
| Stock  | \$ 30.44                            |                           |            | Common |        |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 37.04                            | 11/03/2007 <sup>(7)</sup> | 11/03/2016 | Common | 10,500 |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 39.21                            | 02/02/2008 <sup>(7)</sup> | 02/02/2017 | Common | 10,500 |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 39.09                            | 05/03/2008 <sup>(7)</sup> | 05/03/2017 | Common | 10,500 |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 39.67                            | 08/03/2008 <sup>(7)</sup> | 08/03/2017 | Common | 10,500 |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 39.03                            | 11/02/2008 <sup>(7)</sup> | 11/02/2017 | Common | 10,500 |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 38.41                            | 02/01/2009 <sup>(7)</sup> | 02/01/2018 | Common | 10,500 |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 33 <sup>(4)</sup> <sup>(5)</sup> | 05/01/2009 <sup>(7)</sup> | 05/01/2018 | Common | 10,500 |
| Option | <u>(6)</u>                          |                           |            | Stock  |        |
| Stock  | \$ 37.36                            | 08/01/2009 <sup>(7)</sup> | 08/01/2018 | Common | 10,500 |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 39.73                            | 11/03/2009 <sup>(7)</sup> | 11/03/2018 | Common | 10,500 |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 39.89                            | 02/02/2010 <sup>(7)</sup> | 02/02/2019 | Common | 10,500 |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 29.9 <sup>(4)</sup>              | 05/07/2010 <sup>(7)</sup> | 05/07/2017 | Common | 9,750  |
| Option | <u>(5)</u> <u>(6)</u>               |                           |            | Stock  |        |
| Stock  | \$ 33.49                            | 08/03/2010 <sup>(7)</sup> | 08/03/2017 | Common | 9,750  |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 32.9 <sup>(4)</sup>              | 11/02/2010 <sup>(7)</sup> | 11/02/2017 | Common | 9,750  |
| Option | <u>(5)</u> <u>(6)</u>               |                           |            | Stock  |        |
| Stock  | \$ 34.62                            | 02/01/2011 <sup>(7)</sup> | 02/01/2018 | Common | 9,750  |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 39.34                            | 05/06/2011 <sup>(7)</sup> | 05/06/2018 | Common | 8,500  |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 39.2 <sup>(4)</sup>              | 08/02/2011 <sup>(7)</sup> | 08/02/2018 | Common | 8,500  |
| Option | <u>(5)</u> <u>(6)</u>               |                           |            | Stock  |        |
| Stock  | \$ 40.26                            | 11/01/2011 <sup>(7)</sup> | 11/01/2018 | Common | 8,500  |
| Option | <u>(4)</u> <u>(5)</u> <u>(6)</u>    |                           |            | Stock  |        |
| Stock  | \$ 45.28                            | 02/01/2012 <sup>(7)</sup> | 02/01/2019 | Common | 8,500  |
| Option | <u>(4)</u> <u>(5)</u>               |                           |            | Stock  |        |
| Stock  | \$ 48.73                            | 05/05/2012 <sup>(7)</sup> | 05/05/2019 | Common | 15,000 |
| Option | <u>(4)</u> <u>(5)</u>               |                           |            | Stock  |        |
|        |                                     | 08/01/2012 <sup>(7)</sup> | 08/01/2019 |        | 15,000 |

|        |                        |                           |            |  |        |        |
|--------|------------------------|---------------------------|------------|--|--------|--------|
| Stock  | \$ 52.62               |                           |            |  | Common |        |
| Option | (4) (5)                |                           |            |  | Stock  |        |
| Stock  | \$ 57.59               | 11/01/2012 <sup>(7)</sup> | 11/01/2019 |  | Common | 15,000 |
| Option | (4) (5)                |                           |            |  | Stock  |        |
| Stock  | \$ 67.61               | 02/01/2013 <sup>(7)</sup> | 02/01/2020 |  | Common | 15,000 |
| Option | (4)                    |                           |            |  | Stock  |        |
| Stock  | \$ 63.7 <sup>(4)</sup> | 05/03/2013 <sup>(7)</sup> | 05/03/2020 |  | Common | 15,000 |
| Option |                        |                           |            |  | Stock  |        |
| Stock  | \$ 58.25               | 08/01/2013 <sup>(7)</sup> | 08/01/2020 |  | Common | 15,000 |
| Option | (4)                    |                           |            |  | Stock  |        |
| Stock  | \$ 62.83               | 11/01/2013 <sup>(7)</sup> | 11/01/2020 |  | Common | 15,000 |
| Option | (4)                    |                           |            |  | Stock  |        |
| Stock  | \$ 69.48               | 02/01/2014 <sup>(7)</sup> | 02/01/2021 |  | Common | 15,000 |
| Option |                        |                           |            |  | Stock  |        |
| Stock  | \$ 71.84               | 05/02/2014 <sup>(7)</sup> | 05/02/2021 |  | Common | 10,000 |
| Option |                        |                           |            |  | Stock  |        |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| MICHAEL JONATHAN E<br>9025 N. LINDBERGH DRIVE<br>PEORIA, IL 61615 | X             |           | President |       |

## Signatures

/s/ Jonathan E.  
Michael 06/18/2013

\_\_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) Shares purchased through payroll deduction feature of the RLI Dividend Reinvestment Plan.
- (2) Ownership reflects dividend reinvestment.
- (3) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (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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