

RLI CORP

Form 4

August 24, 2005

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
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(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)
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.

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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)	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.