

RLI CORP
Form 4
November 07, 2011

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
STONE MICHAEL J

(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)
11/04/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) Other (specify below)
President RLI Insurance Compan

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 11/04/2011 | | J ⁽²⁾ | V 10,000 D \$ 70.73 | 107,443.0464 | D ⁽¹⁾ | M.J. Stone Grantor Retained Annuity Trust (M4) dtd. 10/31/11 |
| Common Stock | 11/04/2011 | | J ⁽²⁾ | V 10,000 A \$ 70.73 | 10,000 | I | |
| Common Stock | 11/04/2011 | | J ⁽³⁾ | V 10,000 D \$ 70.73 | 97,443.0464 | D ⁽¹⁾ | |
| | 11/04/2011 | | J ⁽³⁾ | V 10,000 A | 10,000 | I | |

Edgar Filing: RLI CORP - Form 4

| | | | | | | | | | | |
|--------------|------------|--|------------------|---|--------|----------|----------|-------------|--|--|
| Common Stock | | | | | | \$ 70.73 | | | M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11 | |
| Common Stock | 11/04/2011 | | J ⁽⁴⁾ | V | 10,000 | D | \$ 70.73 | 87,443.0464 | D ⁽¹⁾ | |
| Common Stock | 11/04/2011 | | J ⁽⁴⁾ | V | 10,000 | A | \$ 70.73 | 10,000 | I | M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11 |
| Common Stock | | | | | | | | 18,183.9501 | I | By Empl. Stock Ownership Plan ⁽⁵⁾ |
| Common Stock | | | | | | | | 21,213.9143 | I | By Trust ⁽¹⁾ |
| Common Stock | | | | | | | | 2,360.6933 | I | M. J. Stone Grantor Retained Annuity Trust (M1) |
| Common Stock | | | | | | | | 11,534.982 | I | M.J. Stone Grantor Retained Annuity Trust (M3) |
| Common Stock | | | | | | | | 4,456.1665 | I | M.J. Stone Grantor Retained Annuity Trust (M2) |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. De |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|-------|

Edgar Filing: RLI CORP - Form 4

| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) | (Month/Day/Year) | (Instr. 3 and 4) | | | |
|---------------------|--|----------------------|-----------------|--|------------------|---------------------------|-----------------|--------------|----------------------------|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 49.09 <u>(7)</u> | | | | | 05/03/2008 ⁽⁶⁾ | 05/03/2017 | Common Stock | 31,500 |
| Stock Option | \$ 43 ⁽⁷⁾ | | | | | 05/01/2009 ⁽⁶⁾ | 05/01/2018 | Common Stock | 34,000 |
| Stock Option | \$ 39.9 ⁽⁷⁾ | | | | | 05/07/2010 ⁽⁶⁾ | 05/07/2017 | Common Stock | 19,200 |
| Stock Option | \$ 49.34 <u>(7)</u> | | | | | 05/06/2011 ⁽⁶⁾ | 05/06/2018 | Common Stock | 6,000 |
| Stock Option | \$ 49.2 ⁽⁷⁾ | | | | | 08/02/2011 ⁽⁶⁾ | 08/02/2018 | Common Stock | 6,000 |
| Stock Option | \$ 50.26 <u>(7)</u> | | | | | 11/01/2011 ⁽⁶⁾ | 11/01/2018 | Common Stock | 6,000 |
| Stock Option | \$ 55.28 | | | | | 02/01/2012 ⁽⁶⁾ | 02/01/2019 | Common Stock | 6,000 |
| Stock Option | \$ 58.73 | | | | | 05/05/2012 ⁽⁶⁾ | 05/05/2019 | Common Stock | 8,000 |
| Stock Option | \$ 62.62 | | | | | 08/01/2012 ⁽⁶⁾ | 08/01/2019 | Common Stock | 8,000 |
| Stock Option | \$ 67.59 | | | | | 11/01/2012 ⁽⁶⁾ | 11/01/2019 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STONE MICHAEL J 9025 N. LINDBERGH DRIVE PEORIA, IL 61615 | | | President RLI Insurance Compan | |

Signatures

/s/ Michael J.
Stone 11/07/2011

__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) Shares transferred from M.J. Stone to the M.J. Stone Grantor Retained Annuity Trust (M4) dtd. 10/31/11
- (3) Shares transferred from M.J. Stone to the M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11.
- (4) Shares transferred from M.J. Stone to the M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11.
- (5) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (6) 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.
- (7) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.

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.