

STONE MICHAEL J
Form 5
January 25, 2018

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STONE MICHAEL J

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
RLI CORP [RLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

18808 GANTON AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

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

6. Individual or Joint/Group Reporting (check applicable line)

BRADENTON, FL 34202

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

| 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) | (A) or (D) | Amount or Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-----------------|--|--|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 290,702.1688 | D ⁽¹⁾ | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 41,515.797 | I ⁽¹⁾ | By Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 880 | I | By Wife, Custodian UTMA-FL |
| Common Stock | Â | Â | Â | Â | Â | Â | 22,242.55 | I ⁽¹⁾ | M.J. Stone Grantor Retained |

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|-------|---|--|
| Common Stock | Â | Â | Â | Â | Â | Â | 7,819 | I | Annuity Trust (M6) dtd. 10/31/11 M.J. Stone Grantor Retained Annuity Trust (M9) dtd. 01/30/13 |
|--------------|---|---|---|---|---|---|-------|---|--|

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

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SEC 2270 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option | \$ 28.24 (2) (3) (4) (5) | Â | Â | Â | Â | Â | 02/01/2014 ⁽⁶⁾ | 12/31/2018 | Common Stock | 16,000 |
| Stock Option | \$ 29.42 (2) (3) (4) (5) | Â | Â | Â | Â | Â | 05/02/2014 ⁽⁶⁾ | 12/31/2018 | Common Stock | 16,000 |
| Stock Option | \$ 35.27 (2) (3) (4) (5) | Â | Â | Â | Â | Â | 08/01/2014 ⁽⁶⁾ | 12/31/2018 | Common Stock | 16,000 |
| Stock Option | \$ 40.55 (2) (3) (4) (5) | Â | Â | Â | Â | Â | 11/01/2014 ⁽⁶⁾ | 12/31/2018 | Common Stock | 16,000 |
| Stock Option | \$ 35.43 (2) (3) | Â | Â | Â | Â | Â | 02/01/2015 ⁽⁶⁾ | 12/31/2018 | Common Stock | 16,000 |
| Stock | \$ 38.21 | Â | Â | Â | Â | Â | 05/01/2015 ⁽⁶⁾ | 12/31/2018 | Common | 10,500 |

| Option | (2) (3) | | | | | | | | | Stock | |
|--------------|---------------------|---|---|---|---|---|---------------------------|------------|--------------|--------|--|
| Stock Option | \$ 38.15 (2) (3) | Â | Â | Â | Â | Â | 08/01/2015 ⁽⁶⁾ | 12/31/2018 | Common Stock | 10,500 | |
| Stock Option | \$ 44.26 (2) (3) | Â | Â | Â | Â | Â | 11/03/2015 ⁽⁶⁾ | 12/31/2018 | Common Stock | 10,500 | |
| Stock Option | \$ 46.82 (2) | Â | Â | Â | Â | Â | 02/02/2016 ⁽⁶⁾ | 12/31/2018 | Common Stock | 10,500 | |
| Stock Option | \$ 47.61 (2) | Â | Â | Â | Â | Â | 05/07/2016 ⁽⁶⁾ | 12/31/2018 | Common Stock | 10,000 | |
| Stock Option | \$ 54.14 (2) | Â | Â | Â | Â | Â | 08/03/2016 ⁽⁶⁾ | 12/31/2018 | Common Stock | 10,000 | |
| Stock Option | \$ 59.04 (2) | Â | Â | Â | Â | Â | 11/02/2016 ⁽⁶⁾ | 12/31/2018 | Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STONE MICHAEL J 18808 GANTON AVENUE BRADENTON, FL 34202 | Â X | Â | Â | Â |

Signatures

/s/ Michael J. Stone 01/25/2018

**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) Stock option grant price adjusted to reflect \$2.00 extraordinary dividend declared 11-12-15.
- (3) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/13/14.
- (4) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/14/13.
- (5) Stock option grant price and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.
- (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.

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