

STEINER ARNOLD L

Form 4

September 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STEINER ARNOLD L

2. Issuer Name **and** Ticker or Trading  
Symbol  
OLD REPUBLIC  
INTERNATIONAL CORP [ORI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
307 N MICHIGAN AVE, STE 2300

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/12/2005

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

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

CHICAGO, IL 60601

(City) (State) (Zip)

**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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) 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.<br>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) |                                     |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                           | Price                                                             |                                     |
| Common<br>Stock                       | 09/12/2005                              |                                                             | J <sup>(1)</sup>                        |                                                                         | 0                                                                                                                  | A                                                                          | \$ 0                                                              | 216,190 D                           |
| Common<br>Stock                       | 09/12/2005                              |                                                             | J <sup>(2)</sup>                        |                                                                         | 0                                                                                                                  | A                                                                          | \$ 0                                                              | 17,881 I By Spouse                  |
| Common<br>Stock                       | 09/12/2005                              |                                                             | J <sup>(3)</sup>                        |                                                                         | 0                                                                                                                  | A                                                                          | \$ 0                                                              | 50,625 I Footnote 4 <sup>(4)</sup>  |
| Common<br>Stock                       | 09/12/2005                              |                                                             | J <sup>(5)</sup>                        |                                                                         | 0                                                                                                                  | A                                                                          | \$ 0                                                              | 372,000 I Footnote 6 <sup>(6)</sup> |
| Common<br>Stock                       | 09/12/2005                              |                                                             | S                                       |                                                                         | 73,600                                                                                                             | D                                                                          | \$<br>26.2                                                        | 226,447 I By D&A<br>Investments     |

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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<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                   |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships                    |
|-------------------------------------------------------------------------|----------------------------------|
|                                                                         | Director 10% Owner Officer Other |
| STEINER ARNOLD L<br>307 N MICHIGAN AVE<br>STE 2300<br>CHICAGO, IL 60601 | X                                |

## Signatures

William J. Dasso, Power of Attorney for Arnold L.  
Steiner 09/12/2005

\_\_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).

- (1) No transactions to report related to this direct ownership of 216,190 shares.
- (2) No transactions to report related to this indirect ownership of 17,881 shares.
- (3) No transactions to report related to this indirect ownership of 50,625 shares.
- (4) By wife as Custodian for Mr. Steiner's children or as Trustee for the benefit of Mr. Steiner's children.
- (5) No transactions to report related to this indirect ownership of 372,000 shares.
- (6) As Co-Trustee of a Trust for the benefit of Alison and Michael Steiner.

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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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