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OLD REPUBLIC INTERNATIONAL CORP
Form 8-K
February 28, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: (Date of earliest event reported) February 23, 2006

OLD REPUBLIC INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 001-10607 | 36-2678171 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

307 North Michigan Avenue, Chicago, Illinois 60601

(Address of principal executive offices) (Zip Code)

(312) 346-8100

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2 below):

-] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
-] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
-] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 140.14d-2(b))
-] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

At the regularly scheduled meeting of the Board of Directors of Old Republic International Corporation (the "Company") on February 23, 2006, William G. White, Jr. announced that he would not stand for re-election at the Company's annual shareholders' meeting on May 26, 2006. Mr. White is 76 and has been on the Company's Board of Directors since 1993. He will continue to serve on the Boards of Directors of the Company's mortgage guaranty insurance subsidiaries.

To replace Mr. White as a Class 1 Director, the Board nominated Mr. Steven R. Walker. Mr. Walker, age 60, is Of Counsel to the law firm of Leland, Parachini, Steinberg, Matzger & Melnick, L.L.P., San Francisco, California, in which he was formerly a Partner. His law firm performed legal services for the Company's subsidiary, Old Republic Title Company, since the beginning of the Company's last fiscal year. The Company's Class 1 Directors have been slated for re-election at the annual shareholders' meeting on May 26, 2006. As a Class 1 Director nominee, Mr. Walker will be subject to election by the Company's shareholders. If elected, Mr. Walker will not be serving as a member of any of the Board's Committees.

The Company's Board also enlarged the Board from thirteen Directors to fourteen and elected Mr. Leo E. Knight, Jr. as a new Class 3 Director, effective August 24, 2006. Mr. Knight, age 60, retired in 2005 as the Chairman and Chief Executive Officer of National City Mortgage Company in Dayton, Ohio. National City Mortgage Company has been an insured of the Company's subsidiary, Republic Mortgage Insurance Company, since the beginning of the Company's last fiscal year. The Company's Class 3 Directors' terms will expire in 2008. Mr. Knight will not be serving on any of the Board's Committees.

Item 8.01. Other Events

The Company's Board of Directors approved revisions to its Audit Committee Charter and its Compensation Committee Charter at its regularly scheduled meeting on February 23, 2006. The revisions were recommended by its Audit and Compensation Committees, respectively, following their annual charter reviews. None of the revisions were substantive. Both charters may be viewed on the Company's web site at www.oldrepublic.com. Printed copies are available to shareholders of the Company upon request.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

- 99.1 Audit Committee Charter
- 99.2 Compensation Committee Charter

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OLD REPUBLIC INTERNATIONAL CORPORATION
Registrant

Date: February 27, 2006

By: /s/ Karl W. Mueller

Karl W. Mueller
Senior Vice President
and Chief Financial Officer

INDEX TO EXHIBITS

Exhibits

- 99.1 Audit Committee Charter
- 99.2 Compensation Committee Charter