

RLI CORP  
Form 4  
December 02, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/01/2011

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

President RLI Insurance Compan

9025 N. LINDBERGH DRIVE

(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

PEORIA, IL 61615

(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)	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)			
			Code	V	Amount	(D)	Price			
Common Stock	12/01/2011		J <sup>(6)</sup>	V	1,637.695	D	\$ 68.28	722.9983	I	M. J. Stone Grantor Retained Annuity Trust (M1)
Common Stock	12/01/2011		J <sup>(6)</sup>	V	1,637.695	A	\$ 68.28	92,672.4364	D <sup>(1)</sup>	
Common Stock	12/01/2011		J <sup>(7)</sup>	V	2,454	D	\$ 68.28	2,002.1665	I	M.J. Stone Grantor Retained AnnuityTrust (M2)

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Common Stock	12/01/2011		J <sup>(7)</sup>	V	2,454	A	\$ 68.28	95,126.4364	D <sup>(1)</sup>	
Common Stock								18,183.9501	I	By Empl. Stock Ownership Plan <sup>(2)</sup>
Common Stock								21,213.9143	I	By Trust <sup>(1)</sup>
Common Stock								11,534.982	I	M.J. Stone Grantor Retained Annuity Trust (M3)
Common Stock								10,000	I	M.J. Stone Grantor Retained Annuity Trust (M4) dtd. 10/31/11
Common Stock								10,000	I	M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11
Common Stock								10,000	I	M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11

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

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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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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	Code	V	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Stock Option					05/03/2008 <sup>(3)</sup>	05/03/2017	Common Stock	31,500
			\$ 44.09	<u>(4)</u> <u>(5)</u>				
Stock Option					05/01/2009 <sup>(3)</sup>	05/01/2018	Common Stock	34,000
			\$ 38	<u>(4)</u> <u>(5)</u>				
Stock Option					05/07/2010 <sup>(3)</sup>	05/07/2017	Common Stock	19,200
			\$ 34.9	<u>(5)</u>				
Stock Option					05/06/2011 <sup>(3)</sup>	05/06/2018	Common Stock	6,000
			\$ 44.34	<u>(4)</u> <u>(5)</u>				
Stock Option					08/02/2011 <sup>(3)</sup>	08/02/2018	Common Stock	6,000
			\$ 44.2	<u>(5)</u>				
Stock Option					11/01/2011 <sup>(3)</sup>	11/01/2018	Common Stock	6,000
			\$ 45.26	<u>(4)</u> <u>(5)</u>				
Stock Option					02/01/2012 <sup>(3)</sup>	02/01/2019	Common Stock	6,000
			\$ 50.28	<u>(4)</u>				
Stock Option					05/05/2012 <sup>(3)</sup>	05/05/2019	Common Stock	8,000
			\$ 53.73	<u>(4)</u>				
Stock Option					08/01/2012 <sup>(3)</sup>	08/01/2019	Common Stock	8,000
			\$ 57.62	<u>(4)</u>				
Stock Option					11/01/2012 <sup>(3)</sup>	11/01/2019	Common Stock	8,000
			\$ 62.59	<u>(4)</u>				

## 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  
12/02/2011

\*\*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) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (3) 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.
- (4) Stock Option grant price adjusted to reflect \$5 RLI extraordinary dividend declared 11/17/11.
- (5) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (6) Shares transferred from the M.J. Stone Grantor Retained Annuity Trust (M-1) to Michael J. Stone
- (7) Shares transferred from the M.J. Stone Grantor Retained Annuity Trust (M-2) to Michael J. Stone

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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