

RLI CORP  
Form 4  
February 22, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
DONDANVILLE JOSEPH E

(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)  
02/16/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior Vice President/CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/16/2010		J <sup>(1)</sup>	V	447.373	A	\$ 51.095
Common Stock					25,732.4049	I	By Empl. Stock Ownership Plan <sup>(4)</sup>
Common Stock					76,510.015	D	
Common Stock					8,909.232	I	By Trust <sup>(2)</sup>
Common Stock					12,276	I	By Wife in Trust

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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 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)	8. Amount or Number of Shares
Stock Option	\$ 29.335					05/02/2003 05/02/2012	Common Stock	32,000
Stock Option	\$ 29.55					05/01/2004 05/01/2013	Common Stock	28,000
Stock Option	\$ 35.08					05/06/2005 05/06/2014	Common Stock	28,000
Stock Option	\$ 44.54					05/05/2006 05/05/2015	Common Stock	21,000
Stock Option	\$ 50.15					05/04/2007 <sup>(3)</sup> 05/04/2016	Common Stock	17,500
Stock Option	\$ 56.09					05/03/2008 <sup>(3)</sup> 05/03/2017	Common Stock	18,000
Stock Option	\$ 50					05/01/2009 <sup>(3)</sup> 05/01/2018	Common Stock	5,000
Stock Option	\$ 54.36					08/01/2009 <sup>(3)</sup> 08/01/2018	Common Stock	5,000
Stock Option	\$ 56.73					11/03/2009 <sup>(3)</sup> 11/03/2018	Common Stock	5,000
Stock Option	\$ 56.89					02/02/2010 <sup>(3)</sup> 02/02/2019	Common Stock	5,000
Stock Option	\$ 46.9					05/07/2010 <sup>(3)</sup> 05/07/2017	Common Stock	4,700
	\$ 50.49					08/03/2010 <sup>(3)</sup> 08/03/2017		4,700

