

RLI CORP
Form 4
February 25, 2011

FORM 4

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

OMB APPROVAL

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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 *
MICHAEL JONATHAN 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)
02/24/2011

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)
President

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|--------------|------------------|---------------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 02/24/2011 | | J ⁽²⁾ | V | 1,800 | D | \$ 56.77 | 5,667 | I | J.E. Michael 2009 Grantor Retained Annuity Trust Dtd 02/24/09 |
| Common Stock | 02/24/2011 | | J ⁽²⁾ | V | 1,800 | A | \$ 56.77 | 213,132.8665 | D ⁽¹⁾ | |
| Common Stock | | | | | | | | 76,928.8507 | I | By Empl. Stock |

| | | | |
|--------------|-------------|---|------------------------------------------------------------------------------|
| Common Stock | 42,240.5567 | I | Ownership Plan ⁽³⁾ By Key Employee Benefit Plan ⁽¹⁾ |
| Common Stock | 17,045.2129 | I | By Trust ⁽¹⁾ |

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. De Se (In | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 28.08 ⁽⁴⁾ | | | | | 05/06/2005 | 05/06/2014 | Common Stock | 60,000 |
| Stock Option | \$ 37.54 ⁽⁴⁾ | | | | | 05/05/2006 | 05/05/2015 | Common Stock | 45,000 |
| Stock Option | \$ 43.15 ⁽⁴⁾ | | | | | 05/04/2007 ⁽⁵⁾ | 05/04/2016 | Common Stock | 10,500 |
| Stock Option | \$ 40.44 ⁽⁴⁾ | | | | | 08/04/2007 ⁽⁵⁾ | 08/04/2016 | Common Stock | 10,500 |
| Stock Option | \$ 47.04 ⁽⁴⁾ | | | | | 11/03/2007 ⁽⁵⁾ | 11/03/2016 | Common Stock | 10,500 |
| Stock Option | \$ 49.21 ⁽⁴⁾ | | | | | 02/02/2008 ⁽⁵⁾ | 02/02/2017 | Common Stock | 10,500 |
| Stock Option | \$ 49.09 ⁽⁴⁾ | | | | | 05/03/2008 ⁽⁵⁾ | 05/03/2017 | Common Stock | 10,500 |

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| | | | | | |
|--------------|------------------------|---------------------------|------------|--------------|--------|
| Stock Option | \$ 49.67 (4) | 08/03/2008 ⁽⁵⁾ | 08/03/2017 | Common Stock | 10,500 |
| Stock Option | \$ 49.03 (4) | 11/02/2008 ⁽⁵⁾ | 11/02/2017 | Common Stock | 10,500 |
| Stock Option | \$ 48.41 (4) | 02/01/2009 ⁽⁵⁾ | 02/01/2018 | Common Stock | 10,500 |
| Stock Option | \$ 43 ⁽⁴⁾ | 05/01/2009 ⁽⁵⁾ | 05/01/2018 | Common Stock | 10,500 |
| Stock Option | \$ 47.36 (4) | 08/01/2009 ⁽⁵⁾ | 08/01/2018 | Common Stock | 10,500 |
| Stock Option | \$ 49.73 (4) | 11/03/2009 ⁽⁵⁾ | 11/03/2018 | Common Stock | 10,500 |
| Stock Option | \$ 49.89 (4) | 02/02/2010 ⁽⁵⁾ | 02/02/2019 | Common Stock | 10,500 |
| Stock Option | \$ 39.9 ⁽⁴⁾ | 05/07/2010 ⁽⁵⁾ | 05/07/2017 | Common Stock | 9,750 |
| Stock Option | \$ 43.49 (4) | 08/03/2010 ⁽⁵⁾ | 08/03/2017 | Common Stock | 9,750 |
| Stock Option | \$ 42.9 ⁽⁴⁾ | 11/02/2010 ⁽⁵⁾ | 11/02/2017 | Common Stock | 9,750 |
| Stock Option | \$ 44.62 (4) | 02/01/2011 ⁽⁵⁾ | 02/01/2018 | Common Stock | 9,750 |
| Stock Option | \$ 49.34 (4) | 05/06/2011 ⁽⁵⁾ | 05/06/2018 | Common Stock | 8,500 |
| Stock Option | \$ 49.2 ⁽⁴⁾ | 08/02/2011 ⁽⁵⁾ | 08/02/2018 | Common Stock | 8,500 |
| Stock Option | \$ 50.26 (4) | 11/01/2011 ⁽⁵⁾ | 11/01/2018 | Common Stock | 8,500 |
| Stock Option | \$ 55.28 | 02/01/2012 ⁽⁵⁾ | 02/01/2019 | Common Stock | 8,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| MICHAEL JONATHAN E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615 | X | | President | |

Signatures

/s/ Jonathan E.
Michael

02/25/2011

 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) Shares transferred from the J.E. Michael 2009 Grantor Retained Annuity Trust dated 02/24/09 to J.E. Michael.
- (3) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (4) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (5) 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.

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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