

RLI CORP
Form 4
August 11, 2011

FORM 4

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

OMB APPROVAL

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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 *
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)
08/10/2011

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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/10/2011 | | S ⁽¹⁾ | 400 D \$ 58.69 | 95,573.015 | D | |
| Common Stock | 08/10/2011 | | S ⁽¹⁾ | 300 D \$ 58.7 | 95,273.015 | D | |
| Common Stock | 08/10/2011 | | S ⁽¹⁾ | 100 D \$ 58.71 | 95,173.015 | D | |
| Common Stock | 08/10/2011 | | S ⁽¹⁾ | 100 D \$ 58.72 | 95,073.015 | D | |
| Common Stock | 08/10/2011 | | S ⁽¹⁾ | 100 D \$ 58.73 | 94,973.015 | D | |

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| | | | | | | | | |
|--------------|------------|-------------|-------|---|------------|-------------|---|-------------------------------|
| Common Stock | 08/10/2011 | <u>S(1)</u> | 100 | D | \$ 58.7317 | 94,873.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 400 | D | \$ 58.75 | 94,473.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 100 | D | \$ 58.7516 | 94,373.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 400 | D | \$ 58.76 | 93,973.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 200 | D | \$ 58.765 | 93,773.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 500 | D | \$ 58.77 | 93,273.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 100 | D | \$ 58.78 | 93,173.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 400 | D | \$ 58.79 | 92,773.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 700 | D | \$ 58.8 | 92,073.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 597 | D | \$ 58.81 | 91,476.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 1,100 | D | \$ 58.82 | 90,376.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 400 | D | \$ 58.83 | 89,976.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 100 | D | \$ 58.84 | 89,876.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 300 | D | \$ 58.86 | 89,576.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 400 | D | \$ 58.85 | 89,176.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 100 | D | \$ 58.87 | 89,076.015 | D | |
| Common Stock | 08/10/2011 | <u>S(1)</u> | 200 | D | \$ 58.89 | 88,876.015 | D | |
| Common Stock | | | | | | 27,489.6065 | I | By Empl. Stock Ownership Plan |
| Common Stock | | | | | | 10,388.3651 | I | By Trust <u>(2)</u> |
| Common | | | | | | 12,276 | I | By Wife in |

Stock

Trust

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

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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 | \$ 37.54 (3) | | | | | 05/05/2006 05/05/2015 | Common Stock | 10,000 |
| Stock Option | \$ 43.15 (3) | | | | | 05/04/2007(4) 05/04/2016 | Common Stock | 17,500 |
| Stock Option | \$ 49.09 (3) | | | | | 05/03/2008(4) 05/03/2017 | Common Stock | 18,000 |
| Stock Option | \$ 43 (3) | | | | | 05/01/2009(4) 05/01/2018 | Common Stock | 5,000 |
| Stock Option | \$ 47.36 (3) | | | | | 08/01/2009(4) 08/01/2018 | Common Stock | 5,000 |
| Stock Option | \$ 49.73 (3) | | | | | 11/03/2009(4) 11/03/2018 | Common Stock | 5,000 |
| Stock Option | \$ 49.89 (3) | | | | | 02/02/2010(4) 02/02/2019 | Common Stock | 5,000 |
| Stock Option | \$ 39.9 (3) | | | | | 05/07/2010(4) 05/07/2017 | Common Stock | 4,700 |
| Stock Option | \$ 43.49 (3) | | | | | 08/03/2010(4) 08/03/2017 | Common Stock | 4,700 |
| Stock Option | \$ 42.9 (3) | | | | | 11/02/2010(4) 11/02/2017 | Common Stock | 4,700 |
| | | | | | | 02/01/2011(4) 02/01/2018 | | 4,700 |

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| | | | | | | |
|--------------|------------------------|---------------------------|------------|--|--------------|-------|
| Stock Option | \$ 44.62 (3) | | | | Common Stock | |
| Stock Option | \$ 49.34 (3) | 05/06/2011 ⁽⁴⁾ | 05/06/2018 | | Common Stock | 4,000 |
| Stock Option | \$ 49.2 ⁽³⁾ | 08/02/2011 ⁽⁴⁾ | 08/02/2018 | | Common Stock | 4,000 |
| Stock Option | \$ 50.26 (3) (4) | 11/01/2011 | 11/01/2018 | | Common Stock | 4,000 |
| Stock Option | \$ 55.28 | 02/01/2012 ⁽⁴⁾ | 02/01/2019 | | Common Stock | 4,000 |
| Stock Option | \$ 58.73 | 05/05/2012 ⁽⁴⁾ | 05/05/2019 | | Common Stock | 4,000 |
| Stock Option | \$ 62.62 | 08/01/2012 ⁽⁴⁾ | 08/01/2019 | | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DONDANVILLE JOSEPH E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615 | | | Senior Vice President/CFO | |

Signatures

/s/ Joseph E.
Dondanville

08/11/2011

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the Reporting Person on June 9, 2011.
- (2) Ownership reflects dividend reinvestment.
- (3) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (4) 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.

Remarks:

This form is one of five Form 4s filed on August 11, 2011 for transactions effected by the Reporting Person on August 9 and 10, 2011.

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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