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RLI CORP
Form SC 13G
February 12, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
ANNUAL FILING

RLI CORP
(NAME OF ISSUER)
COMMON STOCK
(TITLE CLASS OF SECURITIES)
749607107
(CUSIP NUMBER)
12/31/2009
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS
SCHEDULE IS FILED:

- (X) RULE 13D-1(B)
 () RULE 13D-1(C)
 () RULE 13D-1(D)

*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A
REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE
SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT
CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED
IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL
NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE
SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE
LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL
OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

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1. NAME OF REPORTING PERSON: STATE STREET CORPORATION
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 04-2456637
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
NOT APPLICABLE A ___
B ___
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER

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- 0 SHARES
6. SHARED VOTING POWER
2,225,005 SHARES
7. SOLE DISPOSITIVE POWER
0 SHARES
8. SHARED DISPOSITIVE POWER
2,225,005 SHARES
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,225,005 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
- 10.3%
12. TYPE OF REPORTING PERSON
- HC

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1. NAME OF REPORTING PERSON
STATE STREET BANK AND TRUST COMPANY, ACTING IN VARIOUS CAPACITIES*
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 04-1867445
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- NOT APPLICABLE
- A
- B
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
- MASSACHUSETTS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
0 SHARES
6. SHARED VOTING POWER
1,895,735 SHARES
7. SOLE DISPOSITIVE POWER
0 SHARES
8. SHARED DISPOSITIVE POWER
1,895,735 SHARES
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,895,735 SHARES*
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- NOT APPLICABLE

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.8%

12. TYPE OF REPORTING PERSON

BK

* 403,532 SHARES IN VARIOUS CAPACITIES
1,492,203 SHARES AS TRUSTEE FOR RLI CORP
 EMPLOYEE STOCK OWNERSHIP PLAN TRUST

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ITEM 1.

(A) NAME OF ISSUER

RLI CORP

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

9025 N. LINDBERGH DR.
PEORIA, IL 61615

ITEM 2.

(A) NAME OF PERSON FILING

STATE STREET CORPORATION AND ANY OTHER REPORTING PERSON
IDENTIFIED ON THE SECOND PART OF THE COVER PAGES HERETO

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,
RESIDENCE

STATE STREET FINANCIAL CENTER
ONE LINCOLN STREET
BOSTON, MA 02111

(FOR ALL REPORTING PERSONS)

(C) CITIZENSHIP: SEE ITEM 4 (CITIZENSHIP OR PLACE OF
ORGANIZATION) OF COVER PAGES

(D) TITLE OF CLASS OF SECURITIES

COMMON STOCK, \$1.00 PAR VALUE PER SHARE

(E) CUSIP NUMBER:

749607107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR
13D-2(B), OR (C), CHECK WHETHER THE PERSON FILING IS A:

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SEE ITEM 12 (TYPE OF REPORTING PERSON) OF THE COVER PAGE FOR EACH REPORTING PERSON AND THE TABLE BELOW, WHICH EXPLAINS THE MEANING OF THE TWO LETTER SYMBOLS APPEARING IN ITEM 12 OF THE COVER PAGES.

SYMBOL CATEGORY

| | |
|----|---|
| BK | BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT. |
| IC | INSURANCE COMPANY AS DEFINED IN SECTION 3 (A)(19) OF THE ACT. |

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| | |
|----|---|
| IC | INVESTMENT COMPANY REGISTERED UNDER SECTION 8 OF THE INVESTMENT COMPANY ACT OF 1940. |
| IA | AN INVESTMENT ADVISER IN ACCORDANCE WITH RULE 13D-1(B)(1)(II)(E). |
| EP | AN EMPLOYEE BENEFIT PLAN OR ENDOWMENT FUND IN ACCORDANCE WITH RULE 13D-1(B)(1)(II)(F). |
| HC | A PARENT HOLDING COMPANY OR CONTROL PERSON IN ACCORDANCE WITH RULE 13D-1(B)(1)(II)(G). |
| SA | A SAVINGS ASSOCIATIONS AS DEFINED IN SECTION 3(B) OF THE FEDERAL DEPOSIT INSURANCE ACT (12 U.S.C. 1813). |
| CP | A CHURCH PLAN THAT IS EXCLUDED FROM THE DEFINITION OF AN INVESTMENT COMPANY UNDER SECTION 3(C)(14) OF THE INVESTMENT COMPANY ACT OF 1940. |

ITEM 4. OWNERSHIP

THE INFORMATION SET FORTH IN ROWS 5 THROUGH 11 OF THE COVER PAGE HERETO FOR EACH OF THE REPORTING PERSONS IS INCORPORATED HEREIN BY REFERENCE. THE PERCENTAGE AMOUNT SET FORTH IN ROW 11 FOR ALL COVER PAGES FILED HERewith IS CALCULATED BASED UPON THE 21,628,875 SHARES OF COMMON STOCK ISSUED AND OUTSTANDING AS REPORTED BY RLI CORP IN ITS FORM 10-Q FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2009.

THIS REPORT IS NOT AN ADMISSION THAT STATES THAT ANY OF THE REPORTING PERSONS IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND THE REPORTING PERSONS EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ALL OF THE SECURITIES ARE BENEFICIALLY OWNED BY STATE STREET CORPORATION AND ITS DIRECT OR INDIRECT SUBSIDIARIES IN THEIR VARIOUS FIDUCIARY AND OTHER CAPACITIES. AS A RESULT, ANOTHER ENTITY IN EVERY INSTANCE IS ENTITLED TO DIVIDENDS OR PROCEEDS OF SALE. STATE STREET BANK AND TRUST COMPANY IS THE TRUSTEE FOR RLI CORP COMMON STOCK IN THE RLI CORP EMPLOYEE STOCK OWNERSHIP PLAN TRUST WHICH BENEFICIALLY OWNS 6.9% OF THE COMMON STOCK OF RLI CORP. IN THIS CAPACITY, STATE STREET BANK AND TRUST COMPANY HAS DISPOSITIVE POWER AND VOTING POWER OVER THE SHARES IN CERTAIN CIRCUMSTANCES.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING
COMPANY OR CONTROL PERSON

SEE EXHIBIT 1 ATTACHED HERETO

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
NOT APPLICABLE

ITEM 10. CERTIFICATION

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY
KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE
ACQUIRED AND ARE HELD IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT
ACQUIRED AND ARE NOT HELD FOR THE PURPOSE OR WITH THE EFFECT OF
CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF THE SECURITIES AND
WERE NOT ACQUIRED AND ARE NOT HELD IN CONNECTION WITH OR AS A
PARTICIPANT IN ANY TRANSACTION HAVING THAT PURPOSE OR EFFECT.

SIGNATURES

AFTER REASONABLE INQUIRY AND TO THE BEST OF HIS KNOWLEDGE AND
BELIEF, EACH OF THE UNDERSIGNED CERTIFIES THAT THE INFORMATION SET
FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

12 FEBRUARY 2010
STATE STREET CORPORATION

/s/ JAMES J. MALERBA
EXECUTIVE VICE PRESIDENT,
CORPORATE CONTROLLER

12 FEBRUARY 2010
STATE STREET BANK AND TRUST COMPANY

/s/ CUAN COULTER
SENIOR VICE PRESIDENT

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EXHIBIT 1

THE FOLLOWING TABLE LISTS THE IDENTITY AND ITEM 3 CLASSIFICATION OF EACH SUBSIDIARY OF STATE STREET CORPORATION, THE PARENT HOLDING COMPANY, THAT BENEFICIALLY OWNS THE ISSUER'S COMMON STOCK. PLEASE REFER TO ITEM 3 OF THE ATTACHED SCHEDULE 13G FOR A DESCRIPTION OF EACH OF THE TWO-LETTER SYMBOLS REPRESENTING THE ITEM 3 CLASSIFICATION BELOW.

| SUBSIDIARY | ITEM 3 CLASSIFICATION |
|--|-----------------------|
| STATE STREET BANK AND TRUST COMPANY | BK |
| SSGA FUNDS MANAGEMENT, INC | IA |
| STATE STREET GLOBAL ADVISORS LIMITED, LONDON | IA |
| STATE STREET GLOBAL ADVISORS AUSTRALIA, SYDNEY | IA |

NOTE: ALL OF THE LEGAL ENTITIES ABOVE ARE DIRECT OR INDIRECT SUBSIDIARIES OF STATE STREET CORPORATION. BENEFICIAL OWNERSHIP FOR STATE STREET BANK AND TRUST COMPANY IS REPORTED ON ITS OWN REPORTING PERSON COVER PAGE BECAUSE IT BENEFICIALLY OWNS MORE THAN FIVE PERCENT OF THE ISSUER'S COMMON STOCK. DO NOT ADD THE SHARES OR PERCENT OF CLASS REPORTED ON EACH REPORTING PERSON'S COVER PAGE OF THE ATTACHED SCHEDULE 13G TO DETERMINE THE TOTAL PERCENT OF CLASS BENEFICIALLY OWNED BY STATE STREET CORPORATION, AS THAT WILL RESULT IN DOUBLE COUNTING OF CERTAIN SHARES.

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JOINT FILING AGREEMENT

IN ACCORDANCE WITH RULE 13D-1(K) (1) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE EXCHANGE ACT), EACH UNDERSIGNED ENTITY (EACH A COMPANY) HEREBY AGREES TO ANY AND ALL JOINT FILINGS REQUIRED TO BE MADE ON THE COMPANY'S BEHALF ON SCHEDULE 13G (INCLUDING AMENDMENTS THERETO) UNDER THE EXCHANGE ACT, WITH RESPECT TO SECURITIES WHICH MAY BE DEEMED TO BE BENEFICIALLY OWNED BY THE COMPANY UNDER THE EXCHANGE ACT, AND THAT THIS AGREEMENT BE INCLUDED AS AN EXHIBIT TO ANY SUCH JOINT FILING.

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THIS AGREEMENT MAY BE EXECUTED IN ANY NUMBER OF COUNTERPARTS ALL OF WHICH TAKEN TOGETHER SHALL CONSTITUTE ONE AND THE SAME INSTRUMENT.

IN WITNESS WHEREOF, EACH COMPANY HEREBY EXECUTES THIS AGREEMENT EFFECTIVE AS OF THE DATE SET FORTH BELOW.

12 FEBRUARY 2010
STATE STREET CORPORATION

/s/ JAMES J. MALERBA
EXECUTIVE VICE PRESIDENT,
CORPORATE CONTROLLER

12 FEBRUARY 2010
STATE STREET BANK AND TRUST COMPANY

/s/ CUAN COULTER
SENIOR VICE PRESIDENT