

RLI CORP  
Form 4  
March 12, 2009

**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 \*  
STEPHENS GERALD D

(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)  
03/10/2009

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)

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 Beneficial Ownership (Instr. 4)
Common Stock	03/06/2009		J <sup>(3)</sup>	V 24,755 D \$ 0	24,698.6189	I	By Key Emp. Benefit Plan <sup>(1)</sup>
Common Stock	03/06/2009		J <sup>(3)</sup>	V 24,755 A \$ 0	835,894.9578	D <sup>(1)</sup>	
Common Stock	03/06/2009		J <sup>(2)</sup>	V 3,899 D \$ 0	7,663.7102	I	By Executive Deferred Comp <sup>(1)</sup>
Common Stock	03/06/2009		J <sup>(2)</sup>	V 3,899 A \$ 0	839,793.9578	D <sup>(1)</sup>	
Common Stock	03/10/2009		S	9,031 D \$ 43.4	830,762.9578	D <sup>(1)</sup>	

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Common Stock	30,938.0022	I	By Trust For Grandchildren <sup>(1)</sup>
Common Stock	2,492	I	By Trust For Sister
Common Stock	68,935	I	By Wife
Common Stock	111,097.317	I	G.D. Stephens Grantor Retained Annuity Trust (G-4) <sup>(1)</sup>
Common Stock	300,000	I	G.D. Stephens Grantor Retained Annuity Trust (G-5)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

STEPHENS GERALD D  
9025 N. LINDBERGH DRIVE  
PEORIA, IL 61615

## Signatures

/s/ Gerald D.  
Stephens

03/12/2009

\*\*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 distributed to Mr. Gerald D. Stephens pursuant to the RLI Corp. Executive Deferred Compensation Plan rules.
  - (3) Shares distributed to Mr. Stephens pursuant to the Gerald D. Stephens RLI Corp. Key Employee Excess Plan Benefit rules.

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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