

RLI CORP

Form 4

November 29, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VIETS ROBERT O

(Last) (First) (Middle)

313 NEAPOLITAN WAY

(Street)

NAPLES, FL 34103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RLI CORP [RLI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2012

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	11/28/2012		S	100	D \$ 65.4	28,217.5528	D ⁽¹⁾
Common Stock	11/28/2012		S	300	D \$ 65.4399	27,917.5528	D ⁽¹⁾
Common Stock	11/28/2012		S	300	D \$ 65.4001	27,617.5528	D ⁽¹⁾
Common Stock	11/28/2012		S	100	D \$ 65.5191	27,517.5528	D ⁽¹⁾
Common Stock	11/28/2012		S	100	D \$ 65.39	27,417.5528	D ⁽¹⁾
	11/28/2012		S	100	D	27,317.5528	D ⁽¹⁾

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Common Stock					\$ 65.4698			
Common Stock	11/28/2012		S	17	D	\$ 65.31	27,300.5528	D ⁽¹⁾
Common Stock	11/28/2012		S	183	D	\$ 65.39	27,117.5528	D ⁽¹⁾
Common Stock	11/28/2012		S	100	D	\$ 65.52	27,017.5528	D ⁽¹⁾
Common Stock	11/28/2012		S	262	D	\$ 65.4312	26,755.5528	D ⁽¹⁾
Common Stock							48,013.282	I By Trust ⁽¹⁾
Common Stock							13,820.6211	I R.O.Viets 2010 Grantor Retained Annuity Trust dtd 12/06/10

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.

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. Price or Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 23.39 (2) (3) (4)					02/02/2004	02/02/2014	Common Stock
								Amount or Number of Shares
								3,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VIETS ROBERT O 313 NEAPOLITAN WAY NAPLES, FL 34103	X

Signatures

/s/ Robert O. 11/29/2012
Viets

Signature of Date
Reporting Person

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) Stock option grant price adjusted to reflect \$5 extraordinary dividend declared 11/14/12.
- (3) Stock option grant price adjusted to reflect \$5 extraordinary dividend declared 11/17/11.
- (4) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.

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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