

RLI CORP
Form 4/A
February 02, 2015

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 *
STONE MICHAEL J

(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)

01/05/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

01/07/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

President RLI Insurance Compan

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/05/2015		J ⁽¹⁾	V	903	D	\$ 47.83	7,227	I	M.J. Stone Grantor Retained Annuity Trust (M7) dtd. 01/30/13
Common Stock	01/05/2015		J ⁽¹⁾	V	903	A	\$ 47.83	216,562.6051	D ⁽²⁾	
Common Stock	01/05/2015		J ⁽³⁾	V	163	D	\$ 47.83	8,559	I	M.J. Stone Grantor Retained

								Annuity Trust (M8) dtd. 01/30/13
Common Stock	01/05/2015	J ⁽³⁾	V 163	A	\$ 47.83	216,725.6051	D ⁽²⁾	
Common Stock						50,285.2257	I	By Empl. Stock Ownership Plan ⁽⁴⁾
Common Stock						56,424.2014	I ⁽²⁾	By Trust
Common Stock						12,550	I	By Wife
Common Stock						630	I	By Wife, Custodian UTMA-FL
Common Stock						19,772.61	I ⁽²⁾	M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11
Common Stock						23,275.86	I ⁽²⁾	M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11
Common Stock						9,072	I	M.J. Stone Grantor Retained Annuity Trust (M9) dtd. 01/30/13

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

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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STONE MICHAEL J 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	X President RLI Insurance Compan

Signatures

/s/ Michael J.
Stone 02/02/2015

__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) Shares transferred from the M.J. Stone Grantor Retained Annuity Trust (M7) to M.J. Stone.
- (2) Ownership reflects dividend reinvestment
- (3) Shares transferred from the M.J. Stone Grantor Retained Annuity Trust (M8) to M.J. Stone.
- (4) Balance reflects annual company contributions and dividend reinvestment.

Remarks:

This Form 4A is being filed to reflect the correct share balance of the holder's Employee Stock Ownership Plan (ESOP) holding.

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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