

Brown Thomas Lynn  
 Form 5  
 January 11, 2018

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Brown Thomas Lynn

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP, CFO

(Last) (First) (Middle)  
 9025 N. LINDBERGH DRIVE  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2017

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

6. Individual or Joint/Group Reporting

(check applicable line)

PEORIA, IL 61615

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

| 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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 36,067.315   | D <sup>(1)</sup>   | Â   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 7,123.0411   | I <sup>(1)</sup>   | By Executive Deferred Compensation                    |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 2,697.292  | I  | Employee Stock Ownership Plan - ESOP                  |

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

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SEC 2270  
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option                               | \$ 29.42<br>(3) (4) (5)<br>(6)                         | ^                                    | ^  | ^                              | ^ ^   | 05/02/2014 <sup>(7)</sup> 05/02/2021                     | Common Stock  | 8,000                      |
| Stock Option                               | \$ 38.21<br>(3) (4)                                    | ^                                    | ^  | ^                              | ^ ^   | 05/01/2015 <sup>(7)</sup> 05/01/2022                     | Common Stock  | 30,000                     |
| Stock Option                               | \$ 47.61<br>(3)  | ^                                    | ^  | ^                              | ^ ^   | 05/07/2016 <sup>(7)</sup> 05/07/2023                     | Common Stock  | 30,000                     |
| Stock Option                               | \$ 64.09   | ^                                    | ^  | ^                              | ^ ^   | 05/05/2017 <sup>(7)</sup> 05/05/2024                     | Common Stock  | 23,000                     |
| Stock Option                               | \$ 56.71   | ^                                    | ^  | ^                              | ^ ^   | 05/04/2018 <sup>(7)</sup> 05/04/2025                     | Common Stock  | 32,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| Brown Thomas Lynn<br>9025 N. LINDBERGH DRIVE<br>PEORIA, IL 61615 | ^             | ^         | ^ Sr. VP, CFO | ^     |

## Signatures

/s/ Thomas Lynn  
Brown  
01/11/2018  
Date  
\*\*Signature of 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) Balance reflects annual company contributions and dividend reinvestment.
- (3) Stock option grant price adjusted to reflect \$2.00 extraordinary dividend declared 11-12-15.
- (4) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/13/14.
- (5) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/14/13.
- (6) Stock option grant price and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.
- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.