

RLI CORP

Form 4

May 06, 2016

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 *
Kliethermes Craig W

(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)

05/05/2016

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 ____X____ Other (specify
below) below)

President & COO-RLI Ins

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	05/05/2016		M	7,200 A	\$ 17.865 73,120.14	D ⁽¹⁾	
Common Stock	05/05/2016		M	7,200 A	\$ 25.35 80,320.14	D ⁽¹⁾	
Common Stock	05/05/2016		M	8,000 A	\$ 29.42 88,320.14	D ⁽¹⁾	
Common Stock	05/05/2016		F	14,868 D	\$ 64.09 73,452.14	D ⁽¹⁾	
Common Stock					10,038.9528	I ⁽²⁾	By Esop

Common
Stock17,270.6537 I ⁽¹⁾By
Executive
Deferred
Comp

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 Underlying Security (Instr. 3 and 4)	Am or Nur of S			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 64.09	05/05/2016		A		30,000		05/05/2017 ⁽³⁾	05/05/2024	Common Stock	30,
Stock Option	\$ 17.865 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	05/05/2016		M		7,200		05/05/2012 ⁽³⁾	05/05/2019	Common Stock	7,
Stock Option	\$ 25.35 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(9)</u>	05/05/2016		M		7,200		05/03/2013 ⁽³⁾	05/03/2020	Common Stock	7,
Stock Option	\$ 29.42 <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(9)</u>	05/05/2016		M		8,000		05/02/2014 ⁽³⁾	05/02/2021	Common Stock	8,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kliethermes Craig W 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	President & COO-RLI Ins

Signatures

/s/ Craig W.
Kliethermes

05/06/2016

__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) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (3) 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.
- (4) Stock option grant price adjusted to reflect \$2.00 extraordinary dividend declared 11-12-15.
- (5) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/13/14.
- (6) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/14/13.
- (7) Stock option grant price adjusted to reflect \$5 extraordinary dividend declared 11/14/12.
- (8) Stock Option grant price adjusted to reflect \$5 RLI extraordinary dividend declared 11/17/11.
- (9) Stock option grant price and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.

Note: File three copies of this Form, one of which must be manually signed. If space 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.