

RLI CORP  
Form 4  
February 01, 2011

# FORM 4

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

OMB APPROVAL

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## 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)  
01/31/2011

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2011		P		3,243	A	\$ 54.35	256,343.5026	I	G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/31/2011		P		100	A	\$ 54.05	256,443.5026	I	G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/31/2011		P		300	A	\$ 54.06	256,743.5026	I	G.D. Stephens Grantor

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Common Stock	01/31/2011	P	500	A	\$ 54.09	257,243.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/31/2011	P	599	A	\$ 54.07	257,842.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/31/2011	P	400	A	\$ 54.26	258,242.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/31/2011	P	2,101	A	\$ 54.29	260,343.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/31/2011	P	200	A	\$ 54.33	260,543.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/31/2011	P	532	A	\$ 54.31	261,075.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/31/2011	P	25	A	\$ 54.32	261,100.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/31/2011	P	5,000	A	\$ 54.15	324,000	I	Retained Annuity Trust (G-6) G.D. Stephens Grantor Retained Annuity Trust (G-6)
Common Stock	01/31/2011	P	4,000	A	\$ 54.25	328,000	I	Retained Annuity Trust (G-6) G.D. Stephens Grantor Retained Annuity Trust (G-6)

								Annuity Trust (G-6)	
Common Stock	01/31/2011		P	1,100	A	\$ 54.35	78,235	I	By Wife
Common Stock	01/31/2011		P	500	A	\$ 54.37	78,735	I	By Wife
Common Stock	01/31/2011		P	400	A	\$ 54.38	79,135	I	By Wife
Common Stock							752,299.5921	D <sup>(1)</sup>	
Common Stock							4,429.2781	I	By Executive Deferred Comp <sup>(1)</sup>
Common Stock							381.1323	I	By Key Emp. Benefit Plan <sup>(1)</sup>
Common Stock							23,084.4301	I	By Trust For Grandchildren <sup>(1)</sup>

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. Nature of Derivative Security Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

