

RLI CORP  
Form 4  
November 19, 2014

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STONE MICHAEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

9025 N. LINDBERGH DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
11/14/2014

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

President RLI Insurance Compan

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PEORIA, IL 61615

(City) (State) (Zip)

**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 (D) Price			
Common Stock	11/14/2014		J <sup>(1)</sup>	V 2,096 D \$ 48.85	18,514.896	I <sup>(2)</sup>	M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11
Common Stock	11/14/2014		J <sup>(1)</sup>	V 2,096 A \$ 48.85	219,629.6051	D <sup>(2)</sup>	
Common Stock	11/14/2014		J <sup>(3)</sup>	V 1,030 D \$ 48.85	21,795.308	I <sup>(2)</sup>	M.J. Stone Grantor Retained

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Common Stock	11/14/2014	J <sup>(3)</sup>	V 1,030	A	\$ 48.85	220,659.6051	D <sup>(2)</sup>	Annuity Trust (M6) dtd. 10/31/11
Common Stock						47,223.7438	I	By Empl. Stock Ownership Plan <sup>(4)</sup>
Common Stock						52,945.0281	I <sup>(2)</sup>	By Trust
Common Stock						12,550	I	By Wife
Common Stock						630	I	By Wife, Custodian UTMA-FL
Common Stock						9,492	I	M.J. Stone Grantor Retained Annuity Trust (M4) dtd. 10/31/11
Common Stock						8,130	I	M.J. Stone Grantor Retained Annuity Trust (M7) dtd. 01/30/13
Common Stock						8,722	I	M.J. Stone Grantor Retained Annuity Trust (M8) dtd. 01/30/13
Common Stock						9,072	I	M.J. Stone Grantor Retained Annuity Trust (M9) dtd. 01/30/13

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

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(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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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  
11/19/2014

\*\*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) Shares distributed from the M.J. Stone Grantor Retained Annuity Trust (M5) to M.J. Stone
- (2) Ownership reflects dividend reinvestment
- (3) Shares distributed from the M.J. Stone Grantor Retained Annuity Trust (M6) to M.J. Stone
- (4) Balance reflects annual company contributions and dividend reinvestment.

### Remarks:

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Historically, each outstanding stock option grant has been reflected under Table II on all Form 4 filings. Those previously reported

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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