

RLI CORP  
Form 5  
January 07, 2015  
**FORM 5**

**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).  
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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
STONE MICHAEL J			RLI CORP [RLI]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) President RLI Insurance Compan	
9025 N. LINDBERGH DRIVE			12/31/2014		6. Individual or Joint/Group Reporting	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		(check applicable line)	
PEORIA, IL 61615					<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(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 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 Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	12/30/2014	Â	G	5,000	D	\$ 50.04	215,659.6051	D <sup>(1)</sup>	Â
Common Stock	12/22/2014	Â	G	9,492	D	\$ 46.813	0	I	M.J. Stone Grantor Retained Annuity Trust (M4) dtd. 10/31/11
	Â	Â	Â	Â	Â	Â	50,372.2218	I	

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Common Stock									By Empl. Stock Ownership Plan <sup>(2)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	56,424.2014	I <sup>(1)</sup>	By Trust
Common Stock	Â	Â	Â	Â	Â	Â	12,550	I	By Wife
Common Stock	Â	Â	Â	Â	Â	Â	630	I	By Wife, Custodian UTMA-FL
Common Stock	Â	Â	Â	Â	Â	Â	19,772.61	I <sup>(1)</sup>	M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11
Common Stock	Â	Â	Â	Â	Â	Â	23,275.86	I <sup>(1)</sup>	M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11
Common Stock	Â	Â	Â	Â	Â	Â	8,130	I	M.J. Stone Grantor Retained Annuity Trust (M7) dtd. 01/30/13
Common Stock	Â	Â	Â	Â	Â	Â	8,722	I	M.J. Stone Grantor Retained Annuity Trust (M8) dtd. 01/30/13
Common Stock	Â	Â	Â	Â	Â	Â	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.

**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. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	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	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	President RLI Insurance Compan

## Signatures

/s/ Michael J. Stone 01/07/2015

\_\_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) Balance reflects annual company contributions and dividend reinvestment.

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.