

RLI CORP

Form 4

August 26, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MICHAEL JONATHAN E

(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)
08/25/2016

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 below) ☐ Other (specify below)
President

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)
Common Stock	08/25/2016		M	6,000 A	\$ 19.81 631,364.3568	D ⁽¹⁾	
Common Stock	08/25/2016		M	24,000 A	\$ 27.305 655,364.3568	D ⁽¹⁾	
Common Stock	08/25/2016		M	24,000 A	\$ 25.35 679,364.3568	D ⁽¹⁾	
Common Stock	08/25/2016		M	24,000 A	\$ 22.625 703,364.3568	D ⁽¹⁾	
Common Stock	08/25/2016		F	50,509 D	\$ 70.35 652,855.3568	D ⁽¹⁾	

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Common Stock	222,410.377	I	By Empl. Stock Ownership Plan ⁽²⁾
Common Stock	120,133.095	I ⁽¹⁾	By Key Employee Benefit Plan
Common Stock	48,482.5493	I ⁽¹⁾	By Trust
Common Stock	20,265.2515	I ⁽¹⁾	J.E. Michael 2014 GRAT 1 dtd 08/05/14
Common Stock	22,919.5596	I ⁽¹⁾	J.E. Michael 2014 GRAT 2 dtd 08/05/14

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.81 (3) (4) (5) (6) (7) (8)	08/25/2016		M		6,000		08/01/2012(9)	08/01/2019	Common Stock	6,000
Stock Option	\$ 27.305 (3) (4) (5)	08/25/2016		M		24,000		02/01/2013(9)	02/01/2020	Common Stock	24,000

	(6) (8)								
Stock	\$ 25.35								
Option	(3) (4) (5)	08/25/2016	M	24,000	05/03/2013 ⁽⁹⁾	05/03/2020	Common Stock	24,000	
	(6) (8)								
Stock	\$ 22.625								
Option	(3) (4) (5)	08/25/2016	M	24,000	08/01/2013 ⁽⁹⁾	08/01/2020	Common Stock	24,000	
	(6) (8)								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHAEL JONATHAN E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	X		President	

Signatures

/s/ Jonathan E.
Michael 08/26/2016

**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) 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 adjusted to reflect \$5 extraordinary dividend declared 11/14/12.
 - (7) Stock Option grant price adjusted to reflect \$5 RLI extraordinary dividend declared 11/17/11.
 - (8) Stock option grant price and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.
 - (9) 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 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.