

MICHAEL JONATHAN E
 Form 4
 November 30, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
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)
 11/28/2017

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 & CEO

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	11/28/2017		M		6,000	A	\$ 27.305
Common Stock	11/28/2017		M		6,000	A	\$ 25.35
Common Stock	11/28/2017		M		6,000	A	\$ 22.625
Common Stock	11/28/2017		M		6,000	A	\$ 24.915
Common Stock	11/28/2017		M		6,000	A	\$ 28.24

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Common Stock	11/28/2017	M	4,000	A	\$ 29.42	715,759.7878	D ⁽¹⁾	
Common Stock	11/28/2017	F	23,688	D	\$ 60.93	692,071.7878	D ⁽¹⁾	
Common Stock						233,725.1631	I	By Empl. Stock Ownership Plan ⁽²⁾
Common Stock						126,016.36	I ⁽¹⁾	By Key Employee Benefit Plan
Common Stock						50,857.2214	I ⁽¹⁾	By Trust
Common Stock						17,501.4675	I ⁽¹⁾	Jonathan E. Michael Family Trust Number 1
Common Stock						23,313.2178	I ⁽¹⁾	Jonathan E. Michael Family Trust Number 2

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

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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 of Underlying Securities (Instr. 3 and 4)
		11/28/2017		M	6,000	02/01/2013 ⁽⁸⁾ 02/01/2020	Title Amount or Number of Shares 6,000

Stock Option	\$ 27.305 (3) (4) (5) (6) (7)							Common Stock	
Stock Option	\$ 25.35 (3) (4) (5) (6) (7)	11/28/2017	M	6,000	05/03/2013 ⁽⁸⁾	05/03/2020		Common Stock	6,000
Stock Option	\$ 22.625 (3) (4) (5) (6) (7)	11/28/2017	M	6,000	08/01/2013 ⁽⁸⁾	08/01/2020		Common Stock	6,000
Stock Option	\$ 24.915 (3) (4) (5) (6) (7)	11/28/2017	M	6,000	11/01/2013 ⁽⁸⁾	11/01/2020		Common Stock	6,000
Stock Option	\$ 28.24 (3) (4) (5) (7)	11/28/2017	M	6,000	02/01/2014 ⁽⁸⁾	02/01/2021		Common Stock	6,000
Stock Option	\$ 29.42 (3) (4) (5) (7)	11/28/2017	M	4,000	05/02/2014 ⁽⁸⁾	05/02/2021		Common Stock	4,000

Reporting Owners

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

Signatures

/s/ Jonathan E. Michael
11/30/2017

**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 and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.
- (8)

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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.

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