

MICHAEL JONATHAN E
 Form 4
 September 14, 2018

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 *
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)
 09/13/2018

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	09/13/2018		M		6,000 A \$ 28.24	D (1)	
Common Stock	09/13/2018		M		4,000 A \$ 29.42	D (1)	
Common Stock	09/13/2018		M		8,000 A \$ 35.27	D (1)	
Common Stock	09/13/2018		M		16,000 A \$ 40.55	D (1)	
Common Stock	09/13/2018		M		16,000 A \$ 35.43	D (1)	

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Common Stock	09/13/2018	M	12,000	A	\$ 38.21	761,393.8988	D ⁽¹⁾	
Common Stock	09/13/2018	M	12,000	A	\$ 38.15	773,393.8988	D ⁽¹⁾	
Common Stock	09/13/2018	F	51,819	D	\$ 79.04	721,574.8988	D ⁽¹⁾	
Common Stock						243,160.3288	I	By Empl. Stock Ownership Plan ⁽²⁾
Common Stock						130,973.894	I ⁽¹⁾	By Key Employee Benefit Plan
Common Stock						52,857.9317	I ⁽¹⁾	By Trust
Common Stock						14,354.7542	I ⁽¹⁾	Jonathan E. Michael Family Trust Number 1
Common Stock						22,570.7124	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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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Stock Option	\$ 28.24 (3) (4) (5) (6)	09/13/2018	M	6,000	02/01/2014 ⁽⁷⁾	02/01/2021	Common Stock	6,000
Stock Option	\$ 29.42 (3) (4) (5) (6)	09/13/2018	M	4,000	05/02/2014 ⁽⁷⁾	05/02/2021	Common Stock	4,000
Stock Option	\$ 35.27 (3) (4) (5) (6)	09/13/2018	M	8,000	08/01/2014 ⁽⁷⁾	08/01/2021	Common Stock	8,000
Stock Option	\$ 40.55 (3) (4) (5) (6)	09/13/2018	M	16,000	11/01/2014 ⁽⁷⁾	11/01/2021	Common Stock	16,000
Stock Option	\$ 35.43 (3) (4)	09/13/2018	M	16,000	02/03/2015 ⁽⁷⁾	02/03/2022	Common Stock	16,000
Stock Option	\$ 38.21 (3) (4)	09/13/2018	M	12,000	05/01/2015 ⁽⁷⁾	05/01/2022	Common Stock	12,000
Stock Option	\$ 38.15 (3) (4)	09/13/2018	M	12,000	08/01/2015 ⁽⁷⁾	08/01/2022	Common Stock	12,000

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

09/14/2018

**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 and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.
- (7) 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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