

RAGER R SCOTT

Form 4

December 04, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAGER R SCOTT

2. Issuer Name **and** Ticker or Trading
Symbol
OLD REPUBLIC
INTERNATIONAL CORP [ORI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
307 NORTH MICHIGAN
AVENUE, SUITE 2300

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2017

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
President & COO

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

CHICAGO, IL 60601

(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 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	11/30/2017		M		37,500	A	\$ 12.95	40,000 D
Common Stock	11/30/2017		S		37,500	D	\$ 21	2,500 D
Common Stock	11/30/2017		M		10,000	A	\$ 10.4	12,500 D
Common Stock	11/30/2017		S		10,000	D	\$ 21	2,500 D
Common Stock	11/30/2017		J ⁽¹⁾		0	A	\$ 0	40,920 I

By
ESSOP

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Common Stock 11/30/2017 J(2) 0 A \$ 0 35,589 I By ORI BSP

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2008 Employee Stock Option	\$ 12.95	11/30/2017		M	37,500	03/19/2008 03/18/2018	Common Stock 37,500
2009 Employee Stock Option	\$ 10.48	11/30/2017		M	10,000	03/24/2009 03/25/2019	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RAGER R SCOTT 307 NORTH MICHIGAN AVENUE SUITE 2300 CHICAGO, IL 60601	President & COO

Signatures

William J. Dasso, Power of Attorney for R. Scott Rager

12/04/2017

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) No transactions to report related to this indirect ownership of 40,920 shares.

(2) No transactions to report related to this indirect ownership of 35,589 shares.

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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