

RLI CORP  
Form 4  
November 02, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STONE MICHAEL J

(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)  
11/01/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
President RLI Insurance Compan

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				(A) or (D)	104,474.0464	D <sup>(2)</sup>	
Common Stock				(A) or (D)	15,418.8115	I	By Empl. Stock Ownership Plan <sup>(3)</sup>
Common Stock				(A) or (D)	18,381.6529	I	By Trust <sup>(2)</sup>
Common Stock				(A) or (D)	3,618.1174	I	M. J. Stone Grantor Retained

Common Stock	5,075.55	I	Annuity Trust (M1) M.J. Stone Grantor Retained Annuity Trust (M2)
--------------	----------	---	--

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.**

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
Stock Option	\$ 57.26	11/01/2010		A	6,000	11/01/2011 <sup>(1)</sup> 11/01/2018	Common Stock 6,000
Stock Option	\$ 35.08					05/06/2005 05/06/2014	Common Stock 20,000
Stock Option	\$ 44.54					05/05/2006 <sup>(1)</sup> 05/05/2015	Common Stock 30,000
Stock Option	\$ 50.15					05/04/2007 <sup>(1)</sup> 05/04/2016	Common Stock 27,500
Stock Option	\$ 56.09					05/03/2008 <sup>(1)</sup> 05/03/2017	Common Stock 31,500
Stock Option	\$ 50					05/01/2009 <sup>(1)</sup> 05/01/2018	Common Stock 34,000
Stock Option	\$ 46.9					05/07/2010 <sup>(1)</sup> 05/07/2017	Common Stock 32,000
Stock Option	\$ 56.34					05/06/2011 <sup>(1)</sup> 05/06/2018	Common Stock 6,000
	\$ 56.2					08/02/2011 <sup>(1)</sup> 08/02/2018	6,000

Stock  
Option

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
STONE MICHAEL J 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	President RLI Insurance Compan

## Signatures

/s/ Michael J. Stone	11/02/2010
**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) 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.
- (2) Ownership reflects dividend reinvestment.
- (3) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.

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.