

RLI CORP  
Form 4  
March 15, 2007

**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 \*  
STEPHENS GERALD D

(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)  
03/13/2007

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)

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 (D) Price  |   |  |   |
| Common Stock                    | 03/13/2007                           |  | J <sup>(1)</sup>               | V 23,837 A \$ 0   | 1,139,390.9912 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 03/13/2007                           |  | J <sup>(3)</sup>               | V 3,724 A \$ 0  | 1,143,114.9912 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 03/13/2007                           |  | J <sup>(3)</sup>               | V 3,724 D \$ 0  | 14,898.1865 <sup>(4)</sup>  | I  | By Executive Deferred Comp                            |
| Common Stock                    | 03/13/2007                           |  | J <sup>(1)</sup>               | V 23,837 D \$ 0   | 71,833.3406 <sup>(5)</sup>  | I  | By Key Emp. Benefit Plan                              |
| Common Stock                    |                                      |  |                                |   | 28,688.7888 <sup>(6)</sup>  | I  | By Trust for Grandchildren                            |

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|              |        |   |                     |
|--------------|--------|---|---------------------|
| Common Stock | 2,492  | I | By Trust for Sister |
| Common Stock | 68,935 | I | By Wife             |

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.**

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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) | 8. Price of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |
| Option                                     | \$ 15.9063   |                                      |  |                                |   | 05/06/2000   | 05/06/2009  | Common Stock                                       | 55,114                     |
| Stock Option                               | \$ 15.7813   |                                      |  |                                |   | 05/04/2001   | 05/04/2010  | Common Stock                                       | 49,664                     |
| Stock Option                               | \$ 20.05   |                                      |  |                                |   | 05/03/2001   | 05/03/2011  | Common Stock                                       | 1,440                      |
| Stock Option                               | \$ 21.1  |                                      |  |                                |   | 05/07/1999   | 05/07/2008  | Common Stock                                       | 77,762                     |
| Stock Option                               | \$ 29.405  |                                      |  |                                |   | 05/01/2003   | 05/01/2012  | Common Stock                                       | 1,080                      |
| Stock Option                               | \$ 29.55   |                                      |  |                                |   | 05/01/2004   | 05/01/2013  | Common Stock                                       | 720                        |
| Stock Option                               | \$ 34.55   |                                      |  |                                |   | 05/03/2005   | 05/03/2014  | Common Stock                                       | 360                        |
| Stock Option                               | \$ 40.39   |                                      |  |                                |   | 02/02/2005   | 02/02/2014  | Common Stock                                       | 360                        |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| STEPHENS GERALD D<br>9025 N. LINDBERGH DRIVE<br>PEORIA, IL 61615 |               |           | X       |       |

## Signatures

Gerald D  
Stephens

03/15/2007

          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).
- (3) Shares distributed to Mr. Gerald D. Stephens pursuant to the RLI Corp. Executive Deferred Compensation Plan rules.
- (1) Shares distributed to Mr. Stephens pursuant to the Gerald D. Stephens RLI Corp. Key Employee Excess Plan Benefit rules.
- (5) Ownership reflects dividend reinvestment.
- (6) Ownership reflects dividend reinvestment.
- (2) Ownership reflects dividend reinvestment.
- (4) Ownership reflects 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.