

STEINER ARNOLD L

Form 4

December 01, 2004

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEINER ARNOLD L

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 N MICHIGAN AVE, STE 2300

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 (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	11/30/2004		<u>J(1)</u>		0	A \$ 0	216,190	D	
Common Stock	11/30/2004		<u>J(2)</u>		0	A \$ 0	17,881	I	By Spouse
Common Stock	11/30/2004		<u>J(3)</u>		0	A \$ 0	651,450	I	By D&A Investments
Common Stock	11/30/2004		<u>J(4)</u>		0	A \$ 0	50,625	I	Footnote (5) (5)
Common Stock	11/30/2004		<u>J(6)</u>		0	A \$ 0	372,000	I	Footnote (7) (7)

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Common Stock	11/30/2004	S	5,000	D	\$ 24.99	33,168	I	Footnote (8) (8)
Common Stock	12/01/2004	S	33,168	D	\$ 25.04	0	I	Footnote (8) (8)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEINER ARNOLD L 307 N MICHIGAN AVE STE 2300 CHICAGO, IL 60601	X

Signatures

William J. Dasso, Power of Attorney for Arnold L. Steiner
12/01/2004

____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 direct ownership of 216,190 shares.

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- (2) No transactions to report related to this indirect ownership of 17,881 shares.
- (3) No transactions to report related to this indirect ownership of 651,450 shares.
- (4) No transactions to report related to this indirect ownership of 50,625 shares.
- (5) By spouse as Custodian for Mr. Steiner's children or as Trustee for the benefit of Mr. Steiner's children.
- (6) No transactions to report related to this indirect ownership of 372,000 shares.
- (7) As Co-trustee of a Trust for the benefit of Alison and Michael Steiner.
- (8) As Executor of the Estate of Dorothy L. Steiner.

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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