Edgar Filing: OLD REPUBLIC INTERNATIONAL CORP - Form 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

INTERNATIONAL CORP IODII

OLD REPUBLIC INTERNATIONAL CORP

Form 4

November 03, 2005

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response... 0.5

Estimated average

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

Symbol

OLD REPUBLIC

1(b).

(Print or Type Responses)

LARDNER HENRY P

1. Name and Address of Reporting Person *

				INTERNATIONAL CORP [ORI]						(
(Last) (First) (Middle) 307 N MICHIGAN AVE, STE 2300			3. Date of Earliest Transaction (Month/Day/Year) 11/02/2005						_X_ Director 10% Owner Other (specify below)				
			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				
	(C')	(5,)	(7 .)							Person			
	(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution		3. Transa Code (Instr.		4. Securin(A) or Di (Instr. 3,	spose	d of (D)	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	11/02/2005			J <u>(1)</u>		0	A	\$ 0	5,903	I	By 401-K	
	Common Stock	11/02/2005			S		9,900	D	\$ 26.2	46,337	I	By Spouse	
	Common Stock	11/02/2005			S		100	D	\$ 26.23	46,237	I	By Spouse	
	Common Stock	11/02/2005			G	V	515	D	\$ 0	45,722	I	By Spouse	
	Common Stock	11/02/2005			M		7,500	A	\$ 17.96	30,736	D		

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Common Stock 11/02/2005 S 7,500 D \$ 23,236 D

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. Transacti Code (Instr. 8)	Secu Acqu (A) o Disp (D)	rities nired or osed of r. 3, 4,	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
Employee Stock	\$ 17.96	11/02/2005		M		7,500	03/21/2001	12/31/2005	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LARDNER HENRY P
307 N MICHIGAN AVE
STE 2300

CHICAGO, IL 60601

Signatures

Option

William J. Dasso, Power of Attorney for Peter
Lardner 11/02/2005

**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 5,903 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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