

RLI CORP  
Form 4  
January 28, 2011

**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 \*  
**MICHAEL JONATHAN E**

(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)  
**01/27/2011**

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)  
**President**

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	(A) or (D)	Price
Common Stock	01/27/2011		M	1	A	\$	17.75
Common Stock	01/27/2011		M	60,000	A	\$	22.55
Common Stock	01/27/2011		F	37,635	D	\$	54.38
Common Stock							76,928.8507
							42,240.5567

By Empl. Stock Ownership Plan <sup>(3)</sup>

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Common Stock						By Key Employee Benefit Plan <sup>(2)</sup>
Common Stock		17,045.2129	I			By Trust <sup>(2)</sup>
Common Stock		7,467	I			J.E. Michael 2009 Grantor Retained Annuity Trust Dtd 02/24/09

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 17.75 <sup>(1)</sup>	01/27/2011		M	1	05/03/2002 05/03/2011	Common Stock 1
Stock Option	\$ 22.55 <sup>(1)</sup>	01/27/2011		M	60,000	05/01/2004 05/01/2013	Common Stock 60,000
Stock Option	\$ 28.08 <sup>(1)</sup>					05/06/2005 05/06/2014	Common Stock 60,000
Stock Option	\$ 37.54 <sup>(1)</sup>					05/05/2006 05/05/2015	Common Stock 45,000
Stock Option	\$ 43.15 <sup>(1)</sup>					05/04/2007 <sup>(4)</sup> 05/04/2016	Common Stock 10,500
Stock Option	\$ 40.44 <sup>(1)</sup>					08/04/2007 <sup>(4)</sup> 08/04/2016	Common Stock 10,500

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Stock Option	\$ 47.04 <u>(1)</u>	11/03/2007 <sup>(4)</sup>	11/03/2016	Common Stock	10,500
Stock Option	\$ 49.21 <u>(1)</u>	02/02/2008 <sup>(4)</sup>	02/02/2017	Common Stock	10,500
Stock Option	\$ 49.09 <u>(1)</u>	05/03/2008 <sup>(4)</sup>	05/03/2017	Common Stock	10,500
Stock Option	\$ 49.67 <u>(1)</u>	08/03/2008 <sup>(4)</sup>	08/03/2017	Common Stock	10,500
Stock Option	\$ 49.03 <u>(1)</u>	11/02/2008 <sup>(4)</sup>	11/02/2017	Common Stock	10,500
Stock Option	\$ 48.41 <u>(1)</u>	02/01/2009 <sup>(4)</sup>	02/01/2018	Common Stock	10,500
Stock Option	\$ 43 <sup>(1)</sup> <u>(1)</u>	05/01/2009 <sup>(4)</sup>	05/01/2018	Common Stock	10,500
Stock Option	\$ 47.36 <u>(1)</u>	08/01/2009 <sup>(4)</sup>	08/01/2018	Common Stock	10,500
Stock Option	\$ 49.73 <u>(1)</u>	11/03/2009 <sup>(4)</sup>	11/03/2018	Common Stock	10,500
Stock Option	\$ 49.89 <u>(1)</u>	02/02/2010 <sup>(4)</sup>	02/02/2019	Common Stock	10,500
Stock Option	\$ 39.9 <sup>(1)</sup> <u>(1)</u>	05/07/2010 <sup>(4)</sup>	05/07/2017	Common Stock	9,750
Stock Option	\$ 43.49 <u>(1)</u>	08/03/2010 <sup>(4)</sup>	08/03/2017	Common Stock	9,750
Stock Option	\$ 42.9 <sup>(1)</sup> <u>(1)</u>	11/02/2010 <sup>(4)</sup>	11/02/2017	Common Stock	9,750
Stock Option	\$ 44.62 <u>(1)</u>	02/01/2011 <sup>(4)</sup>	02/01/2018	Common Stock	9,750
Stock Option	\$ 49.34 <u>(1)</u>	05/06/2011 <sup>(4)</sup>	05/06/2018	Common Stock	8,500
Stock Option	\$ 49.2 <sup>(1)</sup> <u>(1)</u>	08/02/2011 <sup>(4)</sup>	08/02/2018	Common Stock	8,500
Stock Option	\$ 50.26 <u>(1)</u>	11/01/2011 <sup>(4)</sup>	11/01/2018	Common Stock	8,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHAEL JONATHAN E 9025 N. LINDBERGH DRIVE	X		President	

PEORIA, IL 61615

## Signatures

/s/ Jonathan E.

01/28/2011

Michael

  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) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (2) Ownership reflects dividend reinvestment.
- (3) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (4) 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.

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