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OLD REPUBLIC INTERNATIONAL CORP

Form 4 May 09, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

YEAGER RANDE KEITH

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

OLD REPUBLIC

INTERNATIONAL CORP [ORI]

Director 10% Owner

(Check all applicable)

(Month/Day/Year)

05/06/2016

3. Date of Earliest Transaction

X_ Officer (give title Other (specify Sr. VP - Title Insurance

307 NORTH MICHIGAN **AVENUE, SUITE 2300**

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

below)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

CHICAGO, IL 60601

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

7. Nature of

Ownership

(Instr. 4)

Indirect

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Code

Securities

(2)

(Month/Day/Year)

(Instr. 3)	Derivative Security	(Month/D	(Month/Day/Year)	(Instr.	8)	or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2016 Employee	\$ 18.14	05/06/2016 <u>(1)</u>		A		40,000		05/06/2016	03/23/2026	Common	40,000

Reporting Owners

or Exercise

Relationships Reporting Owner Name / Address

any

Director 10% Owner Officer Other

YEAGER RANDE KEITH 307 NORTH MICHIGAN AVENUE **SUITE 2300** CHICAGO, IL 60601

Sr. VP - Title Insurance

(Instr. 3 and 4)

Stock

Signatures

Security

Stock Option

William J. Dasso, Power of Attorney for Rande K.

Yeager 05/09/2016

> **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) Date of notice to the optionee.

These shares vest and become exercisable each December 31 at the rate of 10% the first year, 15% the second year, 20% the third year, 25% the fourth year and 30% the fifth year. Also, vesting shall accelerate if the optionee dies, becomes disabled, retires or a change of control of the company occurs. For those optionees over age 65 and who have been employed for 10 years or more by the company on the date of the grant, 100% of the option shares vest immediately upon such grant.

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.

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