

RLI CORP
Form 4
November 16, 2011

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kliethermes Craig W

2. Issuer Name and Ticker or Trading Symbol
RLI CORP [RLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9025 N. LINDBERGH DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2011

____ Director
____ Officer (give title below) Other (specify below)
VP, Actuarial RLI Insurance Co

PEORIA, IL 61615

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/15/2011		J ⁽²⁾	13.829 A \$ 72.3121	3,681.108	D ⁽¹⁾	
Common Stock					2,631.8926	I ⁽³⁾	By Esop
Common Stock					4,616.1427	I ⁽¹⁾	By Executive Deferred Comp

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

SEC 1474 (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 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. Amount or Number of Shares
Stock Option	\$ 43.15 ⁽⁵⁾					05/04/2007 ⁽⁴⁾ 05/04/2016	Common Stock	5,000
Stock Option	\$ 49.09 ⁽⁵⁾					05/03/2008 ⁽⁴⁾ 05/03/2017	Common Stock	9,000
Stock Option	\$ 43 ⁽⁵⁾					05/01/2009 ⁽⁴⁾ 05/01/2018	Common Stock	11,000
Stock Option	\$ 39.9 ⁽⁵⁾					05/07/2010 ⁽⁴⁾ 05/07/2017	Common Stock	13,300
Stock Option	\$ 49.34 ⁽⁵⁾					05/06/2011 ⁽⁴⁾ 05/06/2018	Common Stock	13,000
Stock Option	\$ 58.73					05/05/2012 ⁽⁴⁾ 05/05/2019	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kliethermes Craig W
9025 N. LINDBERGH DRIVE
PEORIA, IL 61615

VP, Actuarial RLI Insurance Co

Signatures

/s/ Craig W.
Kliethermes

11/16/2011

**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) Ownership reflects dividend reinvestment.
- (2) Shares purchased through payroll deduction feature of the RLI Dividend Reinvestment Plan.
- (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.
- (5) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.

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.