

YEAGER RANDE KEITH

Form 4

March 19, 2018

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

OMB APPROVAL

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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 \*  
 YEAGER RANDE KEITH

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 NORTH MICHIGAN  
 AVENUE, SUITE 2300

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/15/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
 Sr. VP -Title Insurance

(Street)  
 CHICAGO, IL 60601

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|

## Edgar Filing: YEAGER RANDE KEITH - Form 4

| Security<br>(Instr. 3)              | or Exercise<br>Price of<br>Derivative<br>Security |                           | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year)     |     | (Instr. 3 and 4)    |                    |                 |                                     |
|-------------------------------------|---------------------------------------------------|---------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|----------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|
|                                     |                                                   |                           |                         | Code               | V                                                                              | (A)                  | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| 2018<br>Employee<br>Stock<br>Option | \$ 20.98                                          | 03/15/2018 <sup>(1)</sup> |                         | A                  |                                                                                | 45,000<br><u>(2)</u> |     | 03/15/2018          | 02/20/2028         | Common<br>Stock | 45,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Director | 10% Owner | Officer                 | Other |
|------------------------------------------------------------------------------------|----------|-----------|-------------------------|-------|
| YEAGER RANDE KEITH<br>307 NORTH MICHIGAN AVENUE<br>SUITE 2300<br>CHICAGO, IL 60601 |          |           | Sr. VP -Title Insurance |       |

## Signatures

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

03/16/2018

**\*\*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.

(2) 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 grant, 100% of the option shares vest immediately.

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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