

RLI CORP  
Form 4  
March 15, 2016

**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

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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)  
03/14/2016

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 or Price		
Common Stock	03/14/2016		M		17,000 A \$ 13.63	606,078.2098	D <sup>(1)</sup>
Common Stock	03/14/2016		M		17,000 A \$ 16.14	623,078.2098	D <sup>(1)</sup>
Common Stock	03/14/2016		M		24,000 A \$ 17.865	647,078.2098	D <sup>(1)</sup>
Common Stock	03/14/2016		F		34,304 D \$ 65.1	612,774.2098	D <sup>(1)</sup>
Common Stock						221,104.844	I By Empl. Stock Ownership

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				Plan <sup>(2)</sup>
Common Stock	119,424.42	I <sup>(1)</sup>		By Key Employee Benefit Plan
Common Stock	48,196.5466	I <sup>(1)</sup>		By Trust
Common Stock	20,985.7175	I		J.E. Michael 2014 GRAT 1 dtd 08/05/14
Common Stock	22,784.3522	I		J.E. Michael 2014 GRAT 2 dtd 08/05/14

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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 13.63 <u>(3) (4) (5)</u> <u>(6) (7) (8)</u> <u>(9)</u>	03/14/2016		M	17,000	11/01/2011 <sup>(10)</sup> 11/01/2018	Common Stock	17,000
Stock Option	\$ 16.14 <u>(3) (4) (5)</u> <u>(6) (7) (9)</u>	03/14/2016		M	17,000	02/01/2012 <sup>(10)</sup> 02/01/2019	Common Stock	17,000

