

MICHAEL JONATHAN E
 Form 4
 April 24, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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)
04/22/2019

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 & CEO

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	04/22/2019		M		4,000	A	\$ 0
Common Stock	04/22/2019		M		4,000	A	\$ 0
Common Stock	04/22/2019		M		12,000	A	\$ 0
Common Stock	04/22/2019		M		12,000	A	\$ 0
Common Stock	04/22/2019		F		24,067	D	\$ 78.67
							727,308.6438
							731,308.6438
							743,308.6438
							755,308.6438
							731,241.6438

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Common Stock	249,204.8777	I	By Empl. Stock Ownership Plan ⁽²⁾
Common Stock	134,154.073	I ⁽¹⁾	By Key Employee Benefit Plan
Common Stock	54,141.3762	I ⁽¹⁾	By Trust
Common Stock	14,486.4687	I ⁽¹⁾	Jonathan E. Michael Family Trust Number 1
Common Stock	22,777.8139	I ⁽¹⁾	Jonathan E. Michael Family Trust Number 2

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 40.55 <u>(3) (4) (5)</u> <u>(6)</u>	04/22/2019		M	4,000	11/01/2014 ⁽⁷⁾ 11/01/2021	Common Stock	4,000
Stock Option	\$ 35.43 <u>(3) (4)</u>	04/22/2019		M	4,000	02/03/2015 ⁽⁷⁾ 02/03/2022	Common Stock	4,000
		04/22/2019		M	12,000	11/03/2015 ⁽⁷⁾ 11/03/2022		12,000

Stock	\$ 44.26							Common	
Option	<u>(3)</u> <u>(4)</u>							Stock	
Stock	\$ 46.82	04/22/2019		M	12,000	02/02/2016 ⁽⁷⁾	02/02/2023	Common	12,000
Option	<u>(3)</u>							Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHAEL JONATHAN E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	X		President & CEO	

Signatures

/s/ Jonathan E.
Michael

04/24/2019

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) Balance reflects annual company contributions and dividend reinvestment.
- (3) Stock option grant price adjusted to reflect \$2.00 extraordinary dividend declared 11-12-15.
- (4) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/13/14.
- (5) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/14/13.
- (6) Stock option grant price and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.
- (7) 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.

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.