

RLI CORP
Form 4
May 23, 2011

FORM 4

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

OMB APPROVAL

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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 *
DONDANVILLE JOSEPH 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)
05/22/2011

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)
Senior Vice President/CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/22/2011		F		8,556	D	\$ 60.5
Common Stock	05/22/2011		M		11,000	A	\$ 37.54
Common Stock					27,351.7305	I	
Common Stock					10,336.7652	I	
					12,276	I	

By Empl. Stock Ownership Plan

By Trust ⁽²⁾

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Common
Stock

By Wife in
Trust

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 37.54 ⁽¹⁾	05/22/2011		M	11,000	05/05/2006	05/05/2015	Common Stock	11,000
Stock Option	\$ 43.15 ⁽¹⁾					05/04/2007 ⁽³⁾	05/04/2016	Common Stock	17,500
Stock Option	\$ 49.09 ⁽¹⁾					05/03/2008 ⁽³⁾	05/03/2017	Common Stock	18,000
Stock Option	\$ 43 ⁽¹⁾					05/01/2009 ⁽³⁾	05/01/2018	Common Stock	5,000
Stock Option	\$ 47.36 ⁽¹⁾					08/01/2009 ⁽³⁾	08/01/2018	Common Stock	5,000
Stock Option	\$ 49.73 ⁽¹⁾					11/03/2009 ⁽³⁾	11/03/2018	Common Stock	5,000
Stock Option	\$ 49.89 ⁽¹⁾					02/02/2010 ⁽³⁾	02/02/2019	Common Stock	5,000
Stock Option	\$ 39.9 ⁽¹⁾					05/07/2010 ⁽³⁾	05/07/2017	Common Stock	4,700
Stock Option	\$ 43.49 ⁽¹⁾					08/03/2010 ⁽³⁾	08/03/2017	Common Stock	4,700
Stock Option	\$ 42.9 ⁽¹⁾					11/02/2010 ⁽³⁾	11/02/2017	Common Stock	4,700
Stock Option	\$ 44.62 ⁽¹⁾					02/01/2011 ⁽³⁾	02/01/2018	Common Stock	4,700

