

RLI CORP  
Form 4/A  
February 02, 2015

**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 \*  
STONE MICHAEL J

(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)  
01/05/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/07/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President RLI Insurance Compan

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 (D) Price			
Common Stock	01/05/2015		J <sup>(1)</sup>	V 903 D \$ 47.83	7,227	I	M.J. Stone Grantor Retained Annuity Trust (M7) dtd. 01/30/13
Common Stock	01/05/2015		J <sup>(1)</sup>	V 903 A \$ 47.83	216,562.6051	D <sup>(2)</sup>	
Common Stock	01/05/2015		J <sup>(3)</sup>	V 163 D \$ 47.83	8,559	I	M.J. Stone Grantor Retained

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Common Stock	Date	Code	Value	Price	Amount	Category	Beneficiary
Common Stock	01/05/2015	J <sup>(3)</sup> V 163 A	\$ 47.83		216,725.6051	D <sup>(2)</sup>	Annuity Trust (M8) dtd. 01/30/13
Common Stock					50,285.2257	I	By Empl. Stock Ownership Plan <sup>(4)</sup>
Common Stock					56,424.2014	I <sup>(2)</sup>	By Trust
Common Stock					12,550	I	By Wife
Common Stock					630	I	By Wife, Custodian UTMA-FL
Common Stock					19,772.61	I <sup>(2)</sup>	M.J. Stone Grantor Retained Annuity Trust (M5) dtd. 10/31/11
Common Stock					23,275.86	I <sup>(2)</sup>	M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11
Common Stock					9,072	I	M.J. Stone Grantor Retained Annuity Trust (M9) dtd. 01/30/13

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 required to respond unless the form displays a currently valid OMB control number.**

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE MICHAEL J 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	X			President RLI Insurance Compan

## Signatures

/s/ Michael J. Stone  
02/02/2015

\*\*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) Shares transferred from the M.J. Stone Grantor Retained Annuity Trust (M7) to M.J. Stone.
- (2) Ownership reflects dividend reinvestment
- (3) Shares transferred from the M.J. Stone Grantor Retained Annuity Trust (M8) to M.J. Stone.
- (4) Balance reflects annual company contributions and dividend reinvestment.

### Remarks:

This Form 4A is being filed to reflect the correct share balance of the holder's Employee Stock Ownership Plan (ESOP) holding.

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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