

RLI CORP
Form 4
December 22, 2004

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 *
OVERMAN EDWIN S

2. Issuer Name and Ticker or Trading Symbol
RLI CORP [RLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
573 BOB WHITE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

WAYNE, PA 19087
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	12/21/2004		A ⁽¹⁾	367 A \$ 40.8	764.401	D	
Common Stock	12/20/2004		J ⁽²⁾	236.4939 A \$ 40.3218	68,486.8403 ⁽³⁾	I	By Trust

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 9.15					05/02/1997 05/02/2006	Common Stock	7,500
Stock Option	\$ 13.95					02/03/1998 02/03/2007	Common Stock	1,500
Stock Option	\$ 16.5938					02/01/2000 02/01/2009	Common Stock	3,000
Stock Option	\$ 19.6					02/02/1999 02/02/2008	Common Stock	1,500
Stock Option	\$ 22.7					02/01/2002 02/01/2011	Common Stock	3,600
Stock Option	\$ 22.75					02/01/2003 02/01/2012	Common Stock	1,800
Stock Option	\$ 27.51					02/03/2004 02/03/2013	Common Stock	1,800
Stock Option	\$ 40.39					02/02/2005 02/02/2014	Common Stock	3,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVERMAN EDWIN S 573 BOB WHITE ROAD WAYNE, PA 19087	X			

Signatures

Edwin S Overman 12/22/2004

**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) Issued pursuant to the RLI Corp. Nonemployee Directors' Stock Plan

(3) Ownership reflects dividend reinvestment.

(2) The securities herein were allocated to my account pursuant to the RLI Corp. Directors' Irrevocable Trust Agreement.

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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