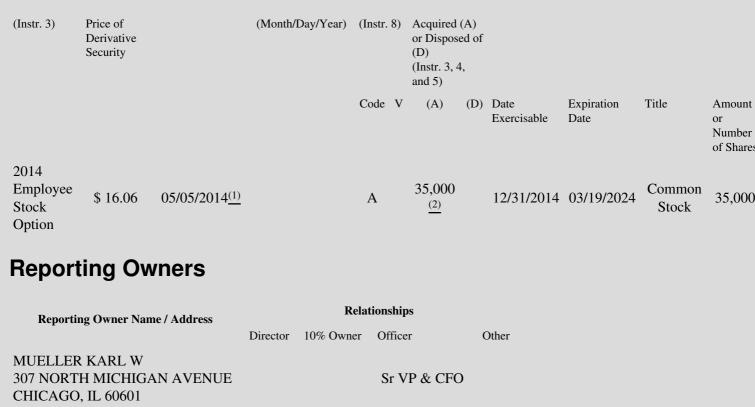
### Edgar Filing: OLD REPUBLIC INTERNATIONAL CORP - Form 4

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OLD REPU Form 4 May 06, 201	BLIC INTERNA	TIONAL	CORP							
FORM								-	PPROVAL	
	STATES	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				N OMB Number:	3235-0287	7		
Check th if no lon subject to Section	o staten	STATEMENT OF CHANGES IN BEN SECURITIE					WNERSHIP OF	Estimated	Expires: January 3 200 Estimated average burden hours per	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 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								•	5	
(Print or Type)	Responses)									
1. Name and Address of Reporting Person <u>*</u> MUELLER KARL W			2. Issuer Name <b>and</b> Ticker or Trading Symbol OLD REPUBLIC INTERNATIONAL CORP [ORI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(			3. Date of Earliest Transaction (Month/Day/Year) 05/05/2014			Director 10% Owner X Officer (give title Other (specify below) Sr VP & CFO				
I			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CHICAGO	, IL 60601						Person		oporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivati	ve Securities	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	ed (A) or ed of (D) 3, 4 and 5) (A) or	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)	
Reminder: Rer	port on a separate line	of or each cl	ass of sec							
Kennider, Kej					Pers info requ disp	sons who re rmation cor uired to resp	espond to the colle ntained in this form cond unless the for ently valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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## Signatures

Karl W. Mueller	05/06/2014
Kall w. winchel	03/00/2014

\*\*Signature of Reporting Person

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Date of notification to the optionee.

These shares vest and become exercisable each December 31 at the rate of 10% the first year, 15% the second year, 20% the third year, 25% the fourth year and 30% the fifth year. Also, vesting shall accelerate if the optionee dies, becomes disabled, retires or a change of

(2) 25% the fourth year and 50% the first year. Also, vesting sharf accelerate if the optionice dies, becomes disabled, reflex of a charge of control of the company occurs. For those optionees over age 65 and who have been employed for 10 years or more by the company on the date of the grant, 100% of the option shares vest immediately upon such grant.

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.