

OLD REPUBLIC INTERNATIONAL CORP
 Form 5
 February 24, 2015

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MUELLER KARL W

2. Issuer Name and Ticker or Trading Symbol
 OLD REPUBLIC INTERNATIONAL CORP [ORI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Sr. VP & CFO

307 NORTH MICHIGAN AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60601

Form Filed by One Reporting Person
 ___ Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/14/2014	Â	J ⁽¹⁾	53.806	A	\$ 15.72	4,675	D	Â
Common Stock	06/16/2014	Â	J ⁽¹⁾	50.34	A	\$ 16.69	4,725	D	Â
Common Stock	09/15/2014	Â	J ⁽¹⁾	58.232	A	\$ 14.91	4,783	D	Â
Common Stock	12/15/2014	Â	J ⁽¹⁾	60.999	A	\$ 14.08	4,844	D	Â

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Common Stock	03/14/2014	Â	J ⁽¹⁾	45.21	A	\$ 15.72	3,927	I	By IRA
Common Stock	06/16/2014	Â	J ⁽¹⁾	42.297	A	\$ 16.69	3,969	I	By IRA
Common Stock	09/15/2014	Â	J ⁽¹⁾	48.929	A	\$ 14.91	4,018	I	By IRA
Common Stock	12/15/2014	Â	J ⁽¹⁾	51.254	A	\$ 14.08	4,069	I	By IRA
Common Stock	12/31/2014	Â	J ⁽²⁾	0	A	\$ 0	13,144	I	By ESSOP

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se O Er Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUELLER KARL W 307 NORTH MICHIGAN AVENUE CHICAGO, IL 60601	Â	Â	Â Sr. VP & CFO	Â

Signatures

Karl W. Mueller 02/20/2015
 **Signature of Date
 Reporting Person

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) Dividend reinvestment purchases.

(2) No transactions to report related to this indirect ownership of 13,144 shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.