

STONE MICHAEL J  
Form 4  
September 04, 2018

**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

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)  
18808 GANTON AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/05/2018

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

BRADENTON, FL 34202

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

(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)	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 or Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2018		J <sup>(1)</sup>	V	6,615	D	\$ 61.18	0	I	M.J. Stone Grantor Retained Annuity Trust (M9)
Common Stock	08/30/2018		M		10,500	A	\$ 38.15	312,167.1688	D <sup>(2)</sup>	
Common Stock	08/30/2018		M		10,500	A	\$ 44.26	322,667.1688	D <sup>(2)</sup>	
Common Stock	08/30/2018		M		10,500	A	\$ 46.82	333,167.1688	D <sup>(2)</sup>	

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Common Stock	08/30/2018	M	10,000	A	\$ 47.61	343,167.1688	D <sup>(2)</sup>	
Common Stock	08/30/2018	M	10,000	A	\$ 54.14	353,167.1688	D <sup>(2)</sup>	
Common Stock	08/30/2018	M	10,000	A	\$ 59.04	363,167.1688	D <sup>(2)</sup>	
Common Stock	08/30/2018	F	48,843	D	\$ 76.46	314,324.1688	D <sup>(2)</sup>	
Common Stock	08/31/2018	G V	5,000	D	\$ 0	309,324.1688	D <sup>(2)</sup>	
Common Stock						31,699.5905	I <sup>(2)</sup>	By Trust
Common Stock						880	I	By Wife, Custodian UTMA-FL
Common Stock						22,242.55	I <sup>(2)</sup>	M.J. Stone Grantor Retained Annuity Trust (M6) dtd. 10/31/11

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 38.15 <sup>(3)</sup> <sup>(4)</sup>	08/30/2018		M	10,500	08/01/2015	12/31/2018	Common Stock	10,500
		08/30/2018		M	10,500	11/03/2015	12/31/2018		10,500

Stock Option	\$ 44.26 (3) (4)							Common Stock	
Stock Option	\$ 46.82 (3)	08/30/2018	M	10,500	02/02/2016	12/31/2018		Common Stock	10,500
Stock Option	\$ 47.61 (3)	08/30/2018	M	10,000	05/07/2016	12/31/2018		Common Stock	10,000
Stock Option	\$ 54.14 (3)	08/30/2018	M	10,000	08/03/2016	12/31/2018		Common Stock	10,000
Stock Option	\$ 59.04 (3)	08/30/2018	M	10,000	11/02/2016	12/31/2018		Common Stock	10,000
Restricted Stock Unit	(5)				(6)	(6)		Common Stock	792

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE MICHAEL J 18808 GANTON AVENUE BRADENTON, FL 34202	X			

## Signatures

/s/ Michael J.  
Stone 09/04/2018

\*\*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) Distribution from the M.J. Stone Grantor Retained Annuity Trust (M9) ("GRAT") to the GRAT beneficiaries.
- (2) Ownership reflects dividend reinvestment
- (3) Stock option grant price adjusted to reflect \$2.00 extraordinary dividend declared 11-12-15.
- (4) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/13/14.
- (5) Upon vesting, each restricted stock unit represents the right to receive one share of common stock.
- (6) These restricted stock units are scheduled to vest 100% on the earlier of (1) the date of the RLI Corp. 2019 Annual Shareholders Meeting or (2) one year after the date of grant.

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