

RLI CORP
Form 4
May 02, 2008

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 *
DONDANVILLE JOSEPH E

(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)
05/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President/CFO

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 (D) Price | | | |
| Common Stock | 01/28/2008 | | G | V 400 D \$ 53.5 | 61,360.015 | D | |
| Common Stock | | | | | 24,720.3851 (1) | I | By Empl. Stock Ownership Plan |
| Common Stock | | | | | 8,592.3 (2) | I | By Trust |
| Common Stock | | | | | 200 | I | By wife, as Custodian |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option | \$ 15.9063 | | | | | 05/06/2000 05/06/2009 | Common Stock | 13,518 |
| Stock Option | \$ 15.7813 | | | | | 05/04/2001 05/04/2010 | Common Stock | 20,000 |
| Stock Option | \$ 20.05 | | | | | 05/03/2002 05/03/2011 | Common Stock | 22,000 |
| Stock Option | \$ 29.335 | | | | | 05/02/2003 05/02/2012 | Common Stock | 32,000 |
| Stock Option | \$ 29.55 | | | | | 05/01/2004 05/01/2013 | Common Stock | 28,000 |
| Stock Option | \$ 35.08 | | | | | 05/06/2005 05/06/2014 | Common Stock | 28,000 |
| Stock Option | \$ 44.54 | | | | | 05/05/2006 05/05/2015 | Common Stock | 21,000 |
| Stock Option | \$ 50.15 | | | | | 05/04/2007 05/04/2016 | Common Stock | 17,500 |
| Stock Option | \$ 56.09 | | | | | 05/03/2008 05/03/2017 | Common Stock | 18,000 |
| Stock Option | \$ 50 | 05/01/2008 | | A | 5,000 | 05/01/2009 05/01/2018 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DONDANVILLE JOSEPH E
9025 N. LINDBERGH DRIVE
PEORIA, IL 61615

Senior Vice President/CFO

Signatures

JosephEDondanville

05/02/2008

__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) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
 - (2) Ownership reflects dividend reinvestment.
 - (3) Pursuant to option schedule wherein 20% of the aggregate number of shares granted may be exercised commencing one year from grant date and each year thereafter in 20% increments.

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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