

RLI CORP
Form 4
May 08, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(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)
05/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
President RLI Insurance Compan

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/07/2008		M/K	5,889 A \$ 15.7813	81,008.2507 (1)	D	
Common Stock	05/07/2008		M/K	5,004 A \$ 15.9063	86,012.2507 (1)	D	
Common Stock	05/07/2008		M/K	579 A \$ 20.05	86,591.2507 (1)	D	
Common Stock	05/07/2008		F/K	3,858 D \$ 47.72	82,733.2507 (1)	D	
Common Stock					13,809.136 (2)	I	By Empl. Stock Ownership

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Common Stock 17,464.3333 (3) I Plan By Trust

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

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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 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		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
					(A)	(D)	Date Exercisable	Expiration Date		
Option	\$ 15.9063	05/07/2008		M/K	5,004		05/06/2000	05/06/2009	Common Stock	5,004
Stock Option	\$ 29.335						05/02/2003	05/02/2012	Common Stock	48,000
Stock Option	\$ 29.55						05/01/2004	05/01/2013	Common Stock	40,000
Stock Option	\$ 35.08						05/06/2005	05/06/2014	Common Stock	40,000
Stock Option	\$ 44.54						05/05/2006	05/05/2015	Common Stock	30,000
Stock Option	\$ 50						05/01/2009	05/01/2018	Common Stock	34,000
Stock Option	\$ 50.15						05/04/2007	05/04/2016	Common Stock	27,500
Stock Option	\$ 56.09						05/03/2008	05/03/2017	Common Stock	31,500
Stock Option	\$ 15.7813	05/07/2008		M/K	5,889		05/04/2001	05/04/2010	Common Stock	5,889
Stock Option	\$ 20.05	05/07/2008		M/K	579		05/03/2003	05/03/2011	Common Stock	579

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE MICHAEL J 9025 N. LINDBERGH DRIVE PEORIA, IL 61615				President RLI Insurance Compan

Signatures

MichaelJStone 05/08/2008

__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) Ownership reflects dividend reinvestment.
- (4) 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.
- (3) Ownership reflects dividend reinvestment.
- (2) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.

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