

RLI CORP

Form 4

August 11, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
08/09/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President/CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price		
Common Stock	08/09/2011		S ⁽¹⁾		200	D	\$ 58.58	110,206.015	D
Common Stock	08/09/2011		S ⁽¹⁾		300	D	\$ 58.605	109,906.015	D
Common Stock	08/09/2011		S ⁽¹⁾		1,000	D	\$ 58.61	108,906.015	D
Common Stock	08/09/2011		S ⁽¹⁾		300	D	\$ 58.65	108,606.015	D
Common Stock	08/09/2011		S ⁽¹⁾		100	D	\$ 58.66	108,506.015	D

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Common Stock	08/09/2011	<u>S(1)</u>	100	D	\$ 58.665	108,406.015	D
Common Stock	08/09/2011	<u>S(1)</u>	100	D	\$ 58.67	108,306.015	D
Common Stock	08/09/2011	<u>S(1)</u>	2,100	D	\$ 58.675	106,206.015	D
Common Stock	08/09/2011	<u>S(1)</u>	200	D	\$ 58.685	106,006.015	D
Common Stock	08/09/2011	<u>S(1)</u>	200	D	\$ 58.69	105,806.015	D
Common Stock	08/09/2011	<u>S(1)</u>	300	D	\$ 58.695	105,506.015	D
Common Stock	08/09/2011	<u>S(1)</u>	100	D	\$ 58.7	105,406.015	D
Common Stock	08/09/2011	<u>S(1)</u>	100	D	\$ 58.705	105,306.015	D
Common Stock	08/09/2011	<u>S(1)</u>	400	D	\$ 58.71	104,906.015	D
Common Stock	08/09/2011	<u>S(1)</u>	200	D	\$ 58.715	104,706.015	D
Common Stock	08/09/2011	<u>S(1)</u>	600	D	\$ 58.72	104,106.015	D
Common Stock	08/09/2011	<u>S(1)</u>	200	D	\$ 58.725	103,906.015	D
Common Stock	08/09/2011	<u>S(1)</u>	100	D	\$ 58.73	103,806.015	D
Common Stock	08/09/2011	<u>S(1)</u>	1,100	D	\$ 58.735	102,706.015	D
Common Stock	08/09/2011	<u>S(1)</u>	899	D	\$ 58.74	101,807.015	D
Common Stock	08/09/2011	<u>S(1)</u>	200	D	\$ 58.77	101,607.015	D
Common Stock	08/09/2011	<u>S(1)</u>	100	D	\$ 58.8	101,507.015	D
Common Stock	08/09/2011	<u>S(1)</u>	100	D	\$ 58.83	101,407.015	D
Common Stock	08/09/2011	<u>S(1)</u>	100	D	\$ 58.875	101,307.015	D
Common Stock						27,489.6065	I

By Empl.
Stock
Ownership

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Common Stock	10,388.3651	I	Plan By Trust ⁽²⁾
Common Stock	12,276	I	By Wife in 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 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. De Se (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 37.54 ⁽³⁾					05/05/2006	05/05/2015	Common Stock	10,000
Stock Option	\$ 43.15 ⁽³⁾					05/04/2007 ⁽⁴⁾	05/04/2016	Common Stock	17,500
Stock Option	\$ 49.09 ⁽³⁾					05/03/2008 ⁽⁴⁾	05/03/2017	Common Stock	18,000
Stock Option	\$ 43 ⁽³⁾					05/01/2009 ⁽⁴⁾	05/01/2018	Common Stock	5,000
Stock Option	\$ 47.36 ⁽³⁾					08/01/2009 ⁽⁴⁾	08/01/2018	Common Stock	5,000
Stock Option	\$ 49.73 ⁽³⁾					11/03/2009 ⁽⁴⁾	11/03/2018	Common Stock	5,000
Stock Option	\$ 49.89 ⁽³⁾					02/02/2010 ⁽⁴⁾	02/02/2019	Common Stock	5,000
Stock Option	\$ 39.9 ⁽³⁾					05/07/2010 ⁽⁴⁾	05/07/2017	Common Stock	4,700
						08/03/2010 ⁽⁴⁾	08/03/2017		4,700

Stock Option	\$ 43.49 (3)			Common Stock	
Stock Option	\$ 42.9 (3)	11/02/2010(4)	11/02/2017	Common Stock	4,700
Stock Option	\$ 44.62 (3)	02/01/2011(4)	02/01/2018	Common Stock	4,700
Stock Option	\$ 49.34 (3)	05/06/2011(4)	05/06/2018	Common Stock	4,000
Stock Option	\$ 49.2 (3)	08/02/2011(4)	08/02/2018	Common Stock	4,000
Stock Option	\$ 50.26 (3) (4)	11/01/2011	11/01/2018	Common Stock	4,000
Stock Option	\$ 55.28	02/01/2012(4)	02/01/2019	Common Stock	4,000
Stock Option	\$ 58.73	05/05/2012(4)	05/05/2019	Common Stock	4,000
Stock Option	\$ 62.62	08/01/2012(4)	08/01/2019	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDANVILLE JOSEPH E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615			Senior Vice President/CFO	

Signatures

/s/ Joseph E.
Dondanville

08/11/2011

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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the Reporting Person on June 9, 2011.
- (2) Ownership reflects dividend reinvestment.
- (3) Stock Option grant price adjusted to reflect \$7 RLI extraordinary dividend paid 12/29/10.
- (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.

Remarks:

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This form is one of five Form 4s filed on August 11, 2011 for transactions effected by the Reporting Person on August 9 and A

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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