

STONE MICHAEL J  
Form 4  
January 30, 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)  
01/29/2018

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 Beneficial Ownership (Instr. 4) |                  |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |                  |  |
| Common Stock                    | 01/29/2018                           |  | J <sup>(1)</sup>               | V   | 1,204   | D  | \$ 64.47 6,615  | I                | M.J. Stone Grantor Retained Annuity Trust (M9) |
| Common Stock                    | 01/29/2018                           |  | J <sup>(1)</sup>               | V   | 1,204   | A  | \$ 64.47 294,383.1688                                 | D <sup>(2)</sup> |  |
| Common Stock                    | 01/29/2018                           |  | M                              |   | 16,000  | A  | \$ 28.24 310,383.1688                                 | D <sup>(2)</sup> |  |
| Common Stock                    | 01/29/2018                           |  | M                              |   | 16,000  | A  | \$ 29.42 326,383.1688                                 | D <sup>(2)</sup> |  |

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|              |            |   |        |   |           |              |                  |  |
|--------------|------------|---|--------|---|-----------|--------------|------------------|--|
| Common Stock | 01/29/2018 | F | 22,243 | D | \$ 64.47  | 304,140.1688 | D <sup>(2)</sup> |  |
| Common Stock | 01/30/2018 | S | 5,000  | D | \$ 65.356 | 299,140.1688 | D <sup>(2)</sup> |  |
| Common Stock |            |   |        |   |           | 37,897.797   | 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.**

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option                               | \$ 28.24<br><u>(3) (4) (5)</u><br><u>(6)</u>           | 01/29/2018                           |  | M                              | 16,000  | 02/01/2014 12/31/2018                                    | Common Stock 16,000   |
| Stock Option                               | \$ 29.42<br><u>(3) (4) (5)</u><br><u>(6)</u>           | 01/29/2018                           |  | M                              | 16,000  | 05/02/2014 12/31/2018                                    | Common Stock 16,000   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

STONE MICHAEL J  
18808 GANTON AVENUE        X  
BRADENTON, FL 34202

## Signatures

/s/ Michael J.

Stone                                      01/30/2018

\_\_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) Shares transferred from the M.J. Stone Grantor Retained Annuity Trust (M9) to M.J. Stone.
- (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) Stock option grant price adjusted to reflect \$3.00 extraordinary dividend declared 11/14/13.
- (6) Stock option grant price and number of stock options adjusted to reflect 2-for-1 stock split on 01/15/14.

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