

MUELLER KARL W

Form 5

January 14, 2013

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
MUELLER KARL W

(Last) (First) (Middle)

307 NORTH MICHIGAN AVENUE

(Street)

2. Issuer Name and Ticker or Trading
SymbolOLD REPUBLIC
INTERNATIONAL CORP [ORI]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20124. 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)
Sr. VP & CFO

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60601

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/20/2012	Â	J ⁽¹⁾	67.601 A \$ 10.76	4,164	D	Â
Common Stock	06/15/2012	Â	J ⁽¹⁾	71.387 A \$ 10.36	4,235	D	Â
Common Stock	09/14/2012	Â	J ⁽¹⁾	80.548 A \$ 9.34	4,316	D	Â
Common Stock	12/14/2012	Â	J ⁽¹⁾	71.356 A \$ 10.74	4,388	D	Â

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Common Stock	06/15/2012	Â	J ⁽¹⁾	59.992	A	\$ 10.36	3,560	I	By 401-K
Common Stock	09/14/2012	Â	J ⁽¹⁾	67.691	A	\$ 9.34	3,628	I	By 401-K
Common Stock	12/14/2012	Â	J ⁽¹⁾	59.966	A	\$ 10.74	3,688	I	By 401-K
Common Stock	12/31/2012	Â	J ⁽²⁾	0	A	\$ 0	9,877	I	By ESSOP

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. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MUELLER KARL W 307 NORTH MICHIGAN AVENUE CHICAGO, IL 60601	Â Â Â Sr. VP & CFO Â

Signatures

Karl W. Mueller 01/14/2013
 **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).

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- (1) Dividend Reinvestment Purchases.
- (2) No transactions to report related to this indirect ownership of 9,877 shares.

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