

LEROY SPENCER III
Form 4
June 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
LEROY SPENCER III

2. Issuer Name and Ticker or Trading Symbol
OLD REPUBLIC INTERNATIONAL CORP [ORI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
307 N MICHIGAN AVE, STE 2300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2018

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

CHICAGO, IL 60601

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 | | | | 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 | 06/12/2018 | | J ⁽¹⁾ | | 0 | A | \$ 0 | 40,587 | I | By IRAs |
| Common Stock | 06/11/2018 | | M | | 31,500 | A | \$ 10.8 | 91,599 | D | |
| Common Stock | 06/11/2018 | | S | | 31,500 | D | \$ 21.5 ⁽²⁾ | 60,099 | D | |
| Common Stock | 06/12/2018 | | M | | 35,000 | A | \$ 12.57 | 95,099 | D | |
| Common Stock | 06/12/2018 | | S | | 35,000 | D | \$ 21.31 ⁽²⁾ | 60,099 | D | |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| 2012 Employee Stock Option | \$ 10.8 | 06/11/2018 | | M | 31,500 | 03/21/2012 07/15/2018 | Common Stock 31,500 |
| 2013 Employee Stock Option | \$ 12.57 | 06/12/2018 | | M | 35,000 | 03/20/2013 07/15/2018 | Common Stock 35,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEROY SPENCER III 307 N MICHIGAN AVE STE 2300 CHICAGO, IL 60601 | X | | | |

Signatures

William J. Dasso, Power of Attorney for Spencer
LeRoy III

06/13/2018

**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) No transactions to report related to this indirect ownership of 40,587 shares.

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(2) Average sale price

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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