

Kliethermes Craig W
 Form 4
 May 03, 2019

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

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 *
 Kliethermes Craig W

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)
 9025 N. LINDBERGH DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2019

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 President & COO-RLI Ins

PEORIA, IL 61615

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)
Common Stock	05/01/2019		M	V Amount (A) or (D) Price \$ 38.21	7,600 A \$ 99,850.14	D ⁽¹⁾	
Common Stock	05/01/2019		F	V Amount (A) or (D) Price \$ 82.09	5,338 D \$ 94,512.14	D ⁽¹⁾	
Common Stock					12,117.2015	I ⁽²⁾	By Esop
Common Stock					19,345.1521	I ⁽¹⁾	By Executive Deferred Comp

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Stock Option	\$ 38.21 (3) (4)	05/01/2019		M		7,600	05/01/2015 ⁽⁵⁾ 05/01/2022	Common Stock	7,
Stock Option	\$ 82.66	05/02/2019		A		35,000	05/02/2020 ⁽⁵⁾ 05/02/2027	Common Stock	35

Reporting Owners

Reporting Owner Name / Address	Relationships
Kliethermes Craig W 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	Director 10% Owner Officer Other President & COO-RLI Ins

Signatures

/s/ Craig W. 05/03/2019
Kliethermes

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

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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