

RLI CORP

Form 4

February 16, 2006

**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

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MICHAEL JONATHAN 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)

**02/15/2006**

4. 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)

President

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/15/2006                              |                                                             | J <sup>(1)</sup>                     | V Amount (A)<br>or (D)<br>Price<br>\$ 75.6 A 52.9099                    | 134,561.0849<br>(2)                                                                                                | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 60,261.8067<br>(3)                                                                                                 | I                                                                       | By Empl.<br>Stock<br>Ownership<br>Plan                            |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 34,095.1907<br>(4)                                                                                                 | I                                                                       | By Key<br>Employee<br>Benefit<br>Plan                             |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | I                                                                       | By Trust                                                          |

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Common Stock 13,758.2904  
(5)

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) |                 | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                       | Amount or Number of Shares |
| Option                                     | \$ 15.9063                                             |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/06/2000                                                    | 05/06/2009      | Common Stock                                                | 6,290                      |
| Stock Option                               | \$ 15.7813                                             |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/04/2001                                                    | 05/04/2010      | Common Stock                                                | 6,336                      |
| Stock Option                               | \$ 20.05                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/03/2002                                                    | 05/03/2011      | Common Stock                                                | 60,000                     |
| Stock Option                               | \$ 21.1                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/07/1999                                                    | 05/07/2008      | Common Stock                                                | 9,355                      |
| Stock Option                               | \$ 29.335                                              |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/02/2003                                                    | 05/02/2012      | Common Stock                                                | 60,000                     |
| Stock Option                               | \$ 29.55                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/01/2004                                                    | 05/01/2013      | Common Stock                                                | 60,000                     |
| Stock Option                               | \$ 35.08                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/06/2005                                                    | 05/06/2014      | Common Stock                                                | 60,000                     |
| Stock Option                               | \$ 44.54                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/05/2006                                                    | 05/05/2015      | Common Stock                                                | 45,000                     |

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

## Edgar Filing: RLI CORP - Form 4

Director    10% Owner    Officer    Other

MICHAEL JONATHAN E  
9025 N. LINDBERGH DRIVE    X    President  
PEORIA, IL 61615

## Signatures

Jonathan E  
Michael    02/16/2006

\_\_Signature of    Date  
Reporting Person

## 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).
- (2) Ownership reflects dividend reinvestment.
- (3) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (6) Options balance adjusted to reflect 2 additional options received pursuant to the 1995 and 1998 stock splits.
- (1) Shares purchased through payroll deduction feature of the RLI Dividend Reinvestment Plan.
- (5) Ownership reflects dividend reinvestment.
- (4) Ownership reflects dividend reinvestment.

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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