Kliethermes Craig W Form 4 November 28, 2017

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

SECURITIES

Filed purposent to Section 16(a) of the Securities Eyehones Act of 1024

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Kliethermes Craig W			2. Issuer Name <b>and</b> Ticker or T Symbol	rading 5. Relationship of Report Issuer	5. Relationship of Reporting Person(s) to Issuer			
			RLI CORP [RLI]	(Check all ap	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director	10% Owner			
9025 N. LI	NDBERGH I	ORIVE	11/27/2017	Officer (give title below)	Officer (give titleX_ Other (specify			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Gro	oup Filing(Check			
PEORIA, I	L 61615		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Rep Form filed by More than Person	•			
(City)	(State)	(Zip)	Table I - Non-Derivative S	curities Acquired, Disposed of, or Be	eneficially Owned			
1.Title of		Date 2A. Deer		Acquired 5. Amount of 6.	7. Nature o			

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acq	quired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	11/27/2017		M	7,600	A	\$ 38.21	90,186.14	D (1)	
Common Stock	11/27/2017		F	6,141	D	\$ 59.86	84,045.14	D (1)	
Common Stock							10,929.6909	I (2)	By Esop
Common Stock							18,172.3514	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisab	le and	7. Title and A	Amount of
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date		Underlying S	Securities
	Security	or Exercise		any	Code	Securities	(Month/Day/Year	•)	(Instr. 3 and	4)
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
		Derivative				(A) or				
		Security				Disposed of				
						(D)				
						(Instr. 3, 4,				
						and 5)				
										Amount
										or
							Date Exercisable	Expiration	Title	Number
							Date Excicisable	Date	THE	of
					Code V	(A) (D)				Shares
					Couc v	(11) (D)				Silares
	Stock	\$ 38.21	11/07/0017		3.4	7.600	05/01/0015(5)	05/01/0000	Common	7.600
Option	(3) (4)	(3) (4) 11/27/2017		M	7,600	$05/01/2015_{\underline{(5)}}$	05/01/2022	Stock	7,600	
	- r									

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kliethermes Craig W 9025 N. LINDBERGH DRIVE PEORIA, IL 61615

President & COO-RLI Ins

#### **Signatures**

/s/ Craig W. Kliethermes

\*\*Signature of Reporting 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.
- 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.

Reporting Owners 2

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