

RLI CORP

Form 4

August 02, 2007

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCPHEETERS F LYNN

(Last) (First) (Middle)

5201 N. SHAG BARK CIRCLE

(Street)

PEORIA, IL 61614

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

RLI CORP [RLI]

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

08/01/2007

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)

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) or<br>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                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | Price                                                                                                              | 2,042.428                                                               | D                                                                 |
| Common<br>Stock                       | 08/01/2007                              |                                                             | J <sup>(1)</sup>                     | 149.5043                                                                | A                                                                                                                  | \$<br>58.5425                                                           | 10,985.9012<br>(2)                                                |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | By<br>Directors<br>Trust                                          |

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  
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SEC 1474  
(9-02)

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**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                                  |
| Stock Option                               | \$ 19.125                                              |                                      |                                                    |                                |                                                                                         | 08/24/2001                                               | 08/24/2010      | Common Stock                                                  | 6,000                                                       |
| Stock Option                               | \$ 22.7                                                |                                      |                                                    |                                |                                                                                         | 02/01/2002                                               | 02/01/2011      | Common Stock                                                  | 1,282                                                       |
| Stock Option                               | \$ 22.75                                               |                                      |                                                    |                                |                                                                                         | 02/01/2003                                               | 02/01/2012      | Common Stock                                                  | 1,800                                                       |
| Stock Option                               | \$ 27.51                                               |                                      |                                                    |                                |                                                                                         | 02/03/2004                                               | 02/03/2013      | Common Stock                                                  | 1,800                                                       |
| Stock Option                               | \$ 40.39                                               |                                      |                                                    |                                |                                                                                         | 02/02/2005                                               | 02/02/2014      | Common Stock                                                  | 3,600                                                       |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                    |
|-------------------------------------------------------------------|----------------------------------|
|                                                                   | Director 10% Owner Officer Other |
| MCPHEETERS F LYNN<br>5201 N. SHAG BARK CIRCLE<br>PEORIA, IL 61614 | X                                |

## Signatures

F. Lynn  
McPheeters  
08/02/2007  
\*\*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) Securities herein were allocated pursuant to the RLI Corp. Directors' Irrevocable Trust Agreement.

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(2) 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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