

RLI CORP  
Form 4  
January 31, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
STEPHENS GERALD D

(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)  
01/27/2011

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 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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/27/2011		P	4,700 A \$ 54.38	236,800.5026	I	G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/27/2011		P	300 A \$ 54.29	237,100.5026	I	G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/27/2011		P	600 A \$ 54.37	237,700.5026	I	G.D. Stephens Grantor

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Common Stock	01/27/2011	P	400	A	\$ 54.35	238,100.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/28/2011	P	6,500	A	\$ 53.5	244,600.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/28/2011	P	4,100	A	\$ 53.45	248,700.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/28/2011	P	916	A	\$ 53.55	249,616.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/28/2011	P	2,084	A	\$ 53.6	251,700.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/28/2011	P	200	A	\$ 53.44	251,900.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/28/2011	P	100	A	\$ 53.39	252,000.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/28/2011	P	100	A	\$ 53.38	252,100.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/28/2011	P	600	A	\$ 53.46	252,700.5026	I	Retained Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)

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Common Stock	01/28/2011	P	200	A	\$ 53.47	252,900.5026	I	Annuity Trust (G-5) G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/28/2011	P	200	A	\$ 53.49	253,100.5026	I	G.D. Stephens Grantor Retained Annuity Trust (G-5)
Common Stock	01/27/2011	P	300	A	\$ 54.47	69,235	I	By Wife
Common Stock	01/27/2011	P	2,000	A	\$ 54.37	71,235	I	By Wife
Common Stock	01/27/2011	P	500	A	\$ 54.49	71,735	I	By Wife
Common Stock	01/27/2011	P	400	A	\$ 54.45	72,135	I	By Wife
Common Stock	01/27/2011	P	660	A	\$ 54.43	72,795	I	By Wife
Common Stock	01/27/2011	P	100	A	\$ 54.46	72,895	I	By Wife
Common Stock	01/27/2011	P	40	A	\$ 54.5	72,935	I	By Wife
Common Stock	01/28/2011	P	3,000	A	\$ 53.6	75,935	I	By Wife
Common Stock	01/28/2011	P	675	A	\$ 53.61	76,610	I	By Wife
Common Stock	01/28/2011	P	200	A	\$ 53.58	76,810	I	By Wife
Common Stock	01/28/2011	P	325	A	\$ 53.54	77,135	I	By Wife
Common Stock						752,299.5921	D <sup>(1)</sup>	
Common Stock						4,429.2781	I	By Executive Deferred Comp <sup>(1)</sup>
Common Stock						381.1323	I	By Key Emp. Benefit Plan <sup>(1)</sup>
						23,084.4301	I	

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Common Stock						By Trust For Grandchildren (1)
Common Stock	319,000	I				G.D. Stephens Grantor Retained Annuity Trust (G-6)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Code V (A) (D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENS GERALD D 9025 N. LINDBERGH DRIVE PEORIA, IL 61615		X		

## Signatures

/s/ Gerald D. Stephens                      01/31/2011

\_\_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.

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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