

RLI CORP
Form 5
January 08, 2008

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STEPHENS GERALD D

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
RLI CORP [RLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

9025 N. LINDBERGH DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

PEORIA, IL 61615

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 01/25/2007 | Â | G | 100 D \$ 55.17 | 1,143,322.2529 (1) | D | Â |
| Common Stock | 04/17/2007 | Â | G | 200 D \$ 56.14 | 1,143,122.2529 (1) | D | Â |
| Common Stock | 06/21/2007 | Â | G | 100 D \$ 57.1 | 1,143,022.2529 (1) | D | Â |
| Common Stock | 07/02/2007 | Â | G | 100 D \$ 56.77 | 1,173,625.1677 (1) | D | Â |
| Common Stock | 09/10/2007 | Â | G | 300 D \$ 56.93 | 1,173,545.8886 (1) | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|----------|-------------------------------|---|--|
| Common Stock | 11/28/2007 | Â | G | 100 | D | \$ 59.58 | 1,168,270.8886 ⁽¹⁾ | D | Â |
| Common Stock | 12/31/2007 | Â | J ⁽²⁾ | 150,000 | D | \$ 56.97 | 1,018,270.8886 ⁽¹⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 15,066.4813 ⁽³⁾ | I | By Executive Deferred Comp |
| Common Stock | Â | Â | Â | Â | Â | Â | 72,644.7922 ⁽⁴⁾ | I | By Key Emp. Benefit Plan |
| Common Stock | 04/17/2007 | Â | G | 100 | A | \$ 56.14 | 28,891.6623 ⁽⁵⁾ | I | By Trust for Grandchildren |
| Common Stock | 07/02/2007 | Â | G | 100 | A | \$ 56.77 | 29,103.6853 ⁽⁵⁾ | I | By Trust for Grandchildren |
| Common Stock | 09/10/2007 | Â | G | 300 | A | \$ 56.93 | 29,515.1358 ⁽⁵⁾ | I | By Trust for Grandchildren |
| Common Stock | 11/28/2007 | Â | G | 100 | A | \$ 59.58 | 29,615.1358 ⁽⁵⁾ | I | By Trust for Grandchildren |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,492 | I | By Trust for Sister |
| Common Stock | Â | Â | Â | Â | Â | Â | 68,935 | I | By Wife |
| Common Stock | 12/31/2007 | Â | J ⁽²⁾ | 150,000 | A | \$ 56.97 | 150,000 | I | G.D. Stephens Grantor Retained Annuity 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 displays a currently valid OMB control number.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |

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| | | | | | | | | | | |
|--------------|------------|---|---|---|---|---|------------|------------|--------------|--------|
| Option | \$ 15.9063 | Â | Â | Â | Â | Â | 05/06/2000 | 05/06/2009 | Common Stock | 55,114 |
| Stock Option | \$ 15.7813 | Â | Â | Â | Â | Â | 05/04/2001 | 05/04/2010 | Common Stock | 49,664 |
| Stock Option | \$ 20.05 | Â | Â | Â | Â | Â | 05/03/2001 | 05/03/2011 | Common Stock | 1,440 |
| Stock Option | \$ 29.405 | Â | Â | Â | Â | Â | 05/01/2003 | 05/01/2012 | Common Stock | 1,080 |
| Stock Option | \$ 29.55 | Â | Â | Â | Â | Â | 05/01/2004 | 05/01/2013 | Common Stock | 720 |
| Stock Option | \$ 34.55 | Â | Â | Â | Â | Â | 05/03/2005 | 05/03/2014 | Common Stock | 360 |
| Stock Option | \$ 40.39 | Â | Â | Â | Â | Â | 02/02/2005 | 02/02/2014 | Common Stock | 360 |

Reporting Owners

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

Signatures

GeraldDStephens 01/08/2008

**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).
- (2) Shares were transferred from Gerald D. Stephens to the Gerald D. Stephens Grantor Retained Annuity Trust dated 12/31/07.
- (4) Ownership reflects dividend reinvestment.
- (5) Ownership reflects dividend reinvestment.
- (1) Ownership reflects dividend reinvestment.
- (3) Ownership reflects dividend reinvestment.

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