

RLI CORP  
Form 4/A  
August 04, 2008

**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 \*  
**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)  
**08/01/2008**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**08/01/2008**

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 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 Ownership (Instr. 4)
Common Stock				(A) or (D)	143,458.5521 <sup>(1)</sup>	D	
Common Stock				(A) or (D)	63,729.15 <sup>(2)</sup>	I	By Empl. Stock Ownership Plan
Common Stock				(A) or (D)	35,487.2952 <sup>(3)</sup>	I	By Key Employee Benefit Plan
Common Stock				(A) or (D)	14,320.1725 <sup>(4)</sup>	I	By Trust

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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)
				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	\$ 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
Stock Option	\$ 47.44					08/04/2007 08/04/2016	Common Stock 10,500
Stock Option	\$ 50					05/01/2009 05/01/2018	Common Stock 10,500
Stock Option	\$ 50.15					05/04/2007 05/04/2016	Common Stock 10,500
Stock Option	\$ 54.04					11/03/2007 11/03/2016	Common Stock 10,500
Stock Option	\$ 55.41					02/01/2009 02/01/2018	Common Stock 10,500
	\$ 56.03					11/02/2008 11/02/2017	10,500

Stock Option								Common Stock	
Stock Option	\$ 56.09					05/03/2008	05/03/2017	Common Stock	10,500
Stock Option	\$ 56.21					02/02/2008	02/02/2017	Common Stock	10,500
Stock Option	\$ 56.67					08/03/2008	08/03/2017	Common Stock	10,500
Stock Option	\$ 54.36 (8)	08/01/2008		A	10,500	08/01/2009	08/01/2018	Common Stock	10,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHAEL JONATHAN E 9025 N. LINDBERGH DRIVE PEORIA, IL 61615	X		President	

## Signatures

JonathanEMichael                      08/04/2008

\*\*Signature of Reporting                      Date  
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).
- (1) Ownership reflects dividend reinvestment.
- (8) Amended to reflect corrected closing price.
- (2) Ownership reflects shares allocated to ESOP participant's account and dividend reinvestment.
- (6) 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.
- (9) 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.
- (4) Ownership reflects dividend reinvestment.
- (5) 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.
- (3) Ownership reflects dividend reinvestment.
- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.