SUTKOWSKI EDWARD F

Form 4 July 31, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

obligations may continue. See Instruction

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

response... 0.5

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * SUTKOWSKI EDWARD F			2. Issuer Name and Ticker or Trading Symbol RLI CORP [RLI]					5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) SUTKOWSKI & RHOADS			3. Date of Earliest Transaction (Month/Day/Year) 07/30/2008					(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify below)				
LTD, 416	MAIN STREET						<i>bc.</i>	iow)	ociow)			
(Street) 4. I				nendment,	Date Original		6.	6. Individual or Joint/Group Filing(Check				
PEORIA, IL 61602				onth/Day/Y	ear)		_X 	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Ta	ble I - Nor	n-Derivative S	ecurit	ies Acquir	ed, Disposed of, o	r Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	4. Securities or Disposed of (Instr. 3, 4 and Amount	(D)	red (A) or	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				Code v	Amount	(D)	THE	53,466.1692 (1)	D			
Common Stock	07/30/2008			J(2)	477.1499	A	\$ 55.031	82,075.8754 (3)	I	By Directors Trust		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

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By IRA

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displays a currently valid OMB control number.

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.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title Ni	Number		
				~	<i>(</i> 1)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SUTKOWSKI EDWARD F SUTKOWSKI & RHOADS LTD 416 MAIN STREET PEORIA, IL 61602

X

Signatures

EdwardFSutkowski

07/31/2008

**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).
- (1) Ownership reflects dividend reinvestment.
- (2) Securities herein were allocated pursuant to the RLI Corp. Directors' Irrevocable Trust Agreement.
- (3) 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. 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.

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