RLI CORP Form 4 March 22, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

X Director

January 31, 2005

Estimated average burden hours per

response... 0.5

10% Owner

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

(First)

(Middle)

SUTKOWSKI EDWARD F

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

2. Issuer Name and Ticker or Trading

Symbol

RLI CORP [RLI]

(Month/Day/Year)

3. Date of Earliest Transaction

1(b).

(Last)

(Print or Type Responses)

,			03/21/2005				Officer (give title Delow) Other (specify below)		
(Street) 4. If Ame			endment, Date Original				6. Individual or Joint/Group Filing(Check		
PEORIA, I	onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acc	quired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Security of A. Sec	ispose 4 and (A) or	ed of (D)	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					()		48,064.9722 (1)	D	
Common Stock	03/21/2005		A(2)	177	A	\$ 42.22	72,390.2677 (3)	I	By Directors Trust
Common Stock							66,338.6103 (4)	I	By Trust
Common Stock							3,271.0711 <u>(5)</u>	I	S&R Money Purchase

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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.

SEC 1474 (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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 22.75					02/01/2003	02/01/2012	Common Stock	600	
Stock Option	\$ 27.51					02/03/2004	02/03/2013	Common Stock	1,200	
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			

SUTKOWSKI EDWARD F SUTKOWSKI & RHOADS LTD 560 BANK ONE BUILDING PEORIA, IL 61602



Signatures

Edward F 03/22/2005 Sutkowski

**Signature of Date Reporting Person

2 Reporting Owners

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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.
- (5) Ownership reflects dividend reinvestment.
- (4) Ownership reflects dividend reinvestment.
- (3) Ownership reflects dividend reinvestment.
- (2) Issued pursuant to the RLI Corp. Nonemployee Directors' Stock Plan

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.