

OLD REPUBLIC INTERNATIONAL CORP  
Form 4  
November 14, 2013

**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 \*  
NARD CHRISTOPHER S

2. Issuer Name and Ticker or Trading Symbol  
OLD REPUBLIC INTERNATIONAL CORP [ORI]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
307 NORTH MICHIGAN AVENUE, STE 2300  
(Street)  
CHICAGO, IL 60601  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
11/07/2013

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President - RFIG

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					14,598	I	By ESSOP
Common Stock	11/07/2013		M		18,761	A	\$ 10.48 47,577
Common Stock	11/07/2013		S		18,761	D	\$ 16.76 28,816
Common Stock	11/07/2013		M		2,954	A	\$ 10.8 31,770
Common Stock	11/07/2013		S		2,954	D	\$ 16.76 28,816

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Common Stock	11/12/2013	M	23,239	A	\$ 10.48	52,055	D
Common Stock	11/12/2013	S	23,239	D	\$ 16.99	28,816	D
Common Stock	11/12/2013	M	546	A	\$ 10.8	29,362	D
Common Stock	11/12/2013	S	546	D	\$ 16.99	28,816	D

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
2009 Employee Stock Option	\$ 10.48	11/07/2013		M	18,761	12/31/2009 03/25/2019	Common Stock	18,761	
2012 Employee Stock Option	\$ 10.8	11/07/2013		M	2,954	12/31/2012 03/21/2022	Common Stock	2,954	
2009 Employee Stock Option	\$ 10.48	11/12/2013		M	23,239	12/31/2009 03/25/2019	Common Stock	23,239	
2012 Employee Stock Option	\$ 10.8	11/12/2013		M	546	12/31/2012 03/22/2022	Common Stock	546	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NARD CHRISTOPHER S 307 NORTH MICHIGAN AVENUE STE 2300 CHICAGO, IL 60601			President - RFIG	

## Signatures

William J. Dasso, Power of Attorney for Christopher S. Nard	11/14/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

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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