

OLD REPUBLIC INTERNATIONAL CORP

Form 4

November 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
YEAGER RANDE KEITH

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, SUITE 2300

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP - Title Insurance

(Street)
CHICAGO, IL 60601

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/29/2015		J ⁽¹⁾		0	A	\$ 0	35,919	I	By ESSOP
Common Stock	10/29/2015		M		30,000	A	\$ 12.95	39,688	D	
Common Stock	10/29/2015		S		30,000	D	\$ 18.19 ⁽²⁾	9,688	D	
Common Stock	10/29/2015		M		20,000	A	\$ 10.48	29,688	D	
	10/29/2015		S		20,000	D		9,688	D	

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Common Stock						\$ 18.14 (2)		
Common Stock	10/29/2015		M	20,000	A	\$ 12.08	29,688	D
Common Stock	10/29/2015		S	17,109	D	\$ 18.15 (2)	12,579	D
Common Stock	10/29/2015		M	14,700	A	\$ 12.33	27,279	D

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. 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
2008 Employee Stock Option	\$ 12.95	10/29/2015		M	30,000 (3)	12/31/2008	03/18/2018	Common Stock	30,000
2009 Employee Stock Option	\$ 10.48	10/29/2015		M	20,000 (3)	12/31/2009	03/15/2019	Common Stock	20,000
2010 Employee Stock Option	\$ 12.08	10/29/2015		M	20,000 (3)	12/31/2010	03/24/2020	Common Stock	20,000
2011 Employee Stock Option	\$ 12.33	10/29/2015		M	14,700 (3)	12/31/2011	03/23/2021	Common Stock	14,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YEAGER RANDE KEITH 307 NORTH MICHIGAN AVENUE SUITE 2300 CHICAGO, IL 60601			Sr. VP - Title Insurance	

Signatures

Rande Yeager 10/30/2015
 __Signature of Date
 Reporting 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) No transactions to report related to this indirect ownership of 35,919 shares.
- (2) Average price.
- (3) These shares vest and become exercisable each December 31 at the rate of 10% the first year, 15% the second year, 20% the third year, 25% the fourth year and 30% the fifth year. Also, vesting shall accelerate if the optionee dies, becomes disabled, retires or a change of control of the Company occurs. For those optionees over age 65 and who have been employed for 10 years or more by the Company on the date of grant, 100% of the option shares vest immediately upon such grant.

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.