

WALKER STEVEN R

Form 4

October 26, 2018

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 *
WALKER STEVEN R

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

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 | 10/12/2018 | | P ⁽¹⁾ | | 1,000 | A | \$ 20.21 |
| | | | | | | | 23,000 |
| | | | | | | | I |
| | | | | | | | By Spouse |
| Common Stock | 10/12/2018 | | S ⁽¹⁾ | | 1,000 | D | \$ 20.13 |
| | | | | | | | 22,000 |
| | | | | | | | I |
| | | | | | | | By Spouse |
| Common Stock | 10/12/2018 | | J ⁽²⁾ | | 0 | A | \$ 0 |
| | | | | | | | 3,500 |
| | | | | | | | I |
| | | | | | | | By IRA |
| Common Stock | 10/12/2018 | | J ⁽³⁾ | | 0 | A | \$ 0 |
| | | | | | | | 22,500 |
| | | | | | | | I |
| | | | | | | | By SEP/IRA |
| Common Stock | 10/12/2018 | | J ⁽⁴⁾ | | 0 | A | \$ 0 |
| | | | | | | | 12,000 |
| | | | | | | | D |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WALKER STEVEN R
307 NORTH MICHIGAN AVENUE, STE 2300 X
CHICAGO, IL 60601

Signatures

William J. Dasso, Power of Attorney for Steven R. Walker

10/25/2018

__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) On October 12, 2018, Reporting Person placed a purchase order for shares of Issuer's common stock with his financial advisor and then cancelled that order in a second conversation that immediately followed. From that conversation, Reporting Person understood that the purchase order was being cancelled, but the order was instead filled and an offsetting sale order was placed that same day. The financial advisor did not inform Reporting Person that the initial purchase order had not been cancelled and that two offsetting transactions had occurred. Reporting Person became aware of the reportable transactions only upon receipt of brokerage confirmations. As a result, the filing of this Statement of Changes in Beneficial Ownership was delayed.

(2) No transactions to report related to this indirect ownership of 3,500 shares.

(3) No transactions to report related to this indirect ownership of 22,500 shares.

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(4) No transactions to report related to this direct ownership of 12,000 shares.

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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