### Edgar Filing: OLD REPUBLIC INTERNATIONAL CORP - Form 4

OLD REPUBLIC INTERNATIONAL CORP Form 4 March 14, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LEROY SPENCER III Issuer Symbol OLD REPUBLIC (Check all applicable) **INTERNATIONAL CORP** [ORI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner \_X\_\_Officer (give title Other (specify (Month/Day/Year) below) below) 307 N MICHIGAN AVE, STE 2300 03/13/2006 SrVP/Secretary/General Counsel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60601 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common By IRA as 03/13/2006 **J**(1) 0 Α \$0 16,617 Ι Stock Trustee Common J(2) 03/13/2006 0 А \$0 Ι By ESSOP 11,853 Stock Common 46.294 А D 03/13/2006 Μ 87,399 9 51 Stock Common S 03/13/2006 27.300 D 60.099 D 21.5 Stock

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

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# 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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
1997 Employee Stock Option	\$ 9.51	03/13/2006		М	46,294	03/30/1997	12/31/2006	Common Stock	46,294

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
LEROY SPENCER III 307 N MICHIGAN AVE STE 2300 CHICAGO, IL 60601			SrVP/Secretary/General Counsel				
Signatures							

Spencer LeRoy III

03/14/2006

<u>\*\*</u>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) No transactions to report related to this indirect ownership of 16,617 shares.
- (2) No transactions to report related to this indirect ownership of 11,853 shares.

#### **Remarks:**

Sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on March Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

#### **Reporting Owners**

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