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

#### OLD REPUBLIC INTERNATIONAL CORP

Form 4

February 19, 2008

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

OMB 3235-0287 Number:

if no longer subject to

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Titterton Charles F

Symbol

(Last)

(First) (Middle) INTERNATIONAL CORP [ORI]

\_X\_\_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

(Month/Day/Year) 307 NORTH MICHIGAN AVENUE 02/15/2008

(Zip)

OLD REPUBLIC

6. Individual or Joint/Group Filing(Check

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

3. Date of Earliest Transaction

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60601

(City)

| (City)                               | (State) (                            | Table   | e I - Non-D                            | erivative    | Secur     | ities Acq      | uired, Disposed of   | i, or Beneficiall  | ly Owned  |
|--------------------------------------|--------------------------------------|---|--|--------------|-----------|----------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | (Instr. 3,   | (A)<br>or | d of (D)<br>5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 02/15/2008                           |   | Code V P                               | Amount 1,290 | (D)       | Price \$ 13.85 | 16,038   | D  |   |
| Common<br>Stock                      | 02/15/2008                           |   | P                                      | 165          | A         | \$<br>13.85    | 2,828  | I  | By IRA  |
| Common<br>Stock                      | 02/15/2008                           |   | P                                      | 2,130        | A         | \$<br>13.85    | 2,130  | I  | By SEP<br>IRA   |

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

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number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title  | e and       | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|-------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D  | ate         | Amour     | nt of       | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underl    | ying        | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit   | ties        | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. : | 3 and 4)    |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |             |           |             |             | Follo  |
|             |             |                     |                    |            | (A) or     |               |             |           |             |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |           |             |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |           |             |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |           |             |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |           |             |             |        |
|             |             |                     |                    |            |            |               |             |           | Amount      |             |        |
|             |             |                     |                    |            |            |               |             |           | Amount      |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |           | or<br>Namel |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        |           | Number      |             |        |
|             |             |                     |                    | C 1 W      | (A) (D)    |               |             |           | of          |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             | ,         | Shares      |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationsnips |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| •                              | Director      | 10% Owner | Officer | Other |  |  |  |
| Titterton Charles F            |               |           |         |       |  |  |  |
| 307 NORTH MICHIGAN AVENUE      | X             |           |         |       |  |  |  |
| CHICAGO, IL 60601              |               |           |         |       |  |  |  |

# **Signatures**

William J. Dasso, Power of Attorney for Charles F. 02/15/2008 Titterton

> \*\*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).

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.

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