

OLD REPUBLIC INTERNATIONAL CORP

Form 4

June 10, 2008

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 *
DEW JIMMY A2. 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 N MICHIGAN AVE, STE 2300
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2008☒ 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 Ownership (Instr. 4)
Common Stock	06/09/2008		M	84,375 A	\$ 10.4 420,442	D	
Common Stock	06/09/2008		S	84,375 D	\$ 14.77 336,067	D	
Common Stock	06/09/2008		J ⁽¹⁾	0 A	\$ 0 209,471	I	By Spouse
Common Stock	06/09/2008		J ⁽²⁾	0 A	\$ 0 73,427	I	By ESSOP
Common Stock	06/09/2008		J ⁽³⁾	0 A	\$ 0 63,017	I	By 401-K

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1999 Employee Stock Option	\$ 10.4	06/09/2008		M		84,375		03/11/1999	03/11/2009	Common Stock	84,375

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DEW JIMMY A 307 N MICHIGAN AVE STE 2300 CHICAGO, IL 60601	X

Signatures

William J. Dasso, Power of Attorney for Jimmy A.
Dew 06/10/2008

__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) There are no transactions to report related to this indirect ownership of 209,471 shares.
- (2) There are no transactions to report related to this indirect ownership of 73,427 shares.
- (3) There are no transactions to report related to this indirect ownership of 63,017 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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