

MUELLER KARL W
 Form 4
 December 04, 2017

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 *
 MUELLER KARL W

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP & CFO

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	03/15/2017		J(1)	V 41.548 A \$ 20.29	4,479	I	By IRA
Common Stock	06/15/2017		J(1)	V 42.244 A \$ 20.15	4,522	I	By IRA
Common Stock	09/15/2017		J(1)	V 44.284 A \$ 19.4	4,566	I	By IRA
Common Stock	03/15/2017		J(2)	V 49.449 A \$ 20.29	5,331	D	
Common Stock	06/15/2017		J(2)	V 50.277 A \$ 20.15	5,382	D	

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Common Stock	09/15/2017	J ⁽²⁾	V	52,706	A	\$ 19.4	5,434	D	
Common Stock	11/30/2017	M		25,000	A	\$ 12.95	30,434	D	
Common Stock	11/30/2017	S		19,052	D	\$ 21	11,382	D	
Common Stock	11/30/2017	J ⁽³⁾		0	A	\$ 0	17,248	I	By ESSOP

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. 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)	Amount or Number of Shares
2008 Employee Stock Option	\$ 12.95	11/30/2017		M	25,000	03/19/2008 03/18/2018	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUELLER KARL W 307 NORTH MICHIGAN AVENUE CHICAGO, IL 60601			Sr. VP & CFO	

Signatures

William J. Dasso, Power of Attorney for Karl W. Mueller

12/04/2017

__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) Exempt purchases made by Mr. Mueller IRA - Dividend Reinvestment Plan.

(2) Exempt purchases made by Dividend Reinvestment Plan.

(3) No transactions to report related to this indirect ownership of 17,248 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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