

STEINER ARNOLD L
Form 4
November 09, 2005

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 *
STEINER ARNOLD L

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 N MICHIGAN AVE, STE 2300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2005

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 | 11/07/2005 | | J ⁽¹⁾ | | 0 | A | \$ 0 | 216,190 | D | |
| Common Stock | 11/07/2005 | | J ⁽²⁾ | | 0 | A | \$ 0 | 17,881 | I | By Spouse |
| Common Stock | 11/07/2005 | | J ⁽³⁾ | | 0 | A | \$ 0 | 50,625 | I | Footnote 4 (4) |
| Common Stock | 11/07/2005 | | J ⁽⁵⁾ | | 0 | A | \$ 0 | 372,000 | I | Footnote 6 (6) |
| Common Stock | 11/07/2005 | | S | | 62,000 | D | \$ 26.23 | 123,447 | I | By D&A Investments |

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STEINER ARNOLD L 307 N MICHIGAN AVE STE 2300 CHICAGO, IL 60601 | | X | | |

Signatures

William J. Dasso, Power of Attorney for Arnold L. Steiner 11/09/2005

__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 direct ownership of 216,190 shares.
- (2) No transactions to report related to this indirect ownership of 17,881 shares.
- (3) No transactions to report related to this indirect ownership of 50,625 shares.
- (4) By wife as Custodian for Mr. Steiner's children or as Trustee for the benefit of Mr. Steiner's children.
- (5) No transactions to report related to this indirect ownership of 372,000 shares.
- (6) As Co-Trustee of a Trust for the benefit of Alison and Michael Steiner.

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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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