

HEITKAMP JOHN R JR

Form 3

February 28, 2019

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

HEITKAMP JOHN R JR

(Last) (First) (Middle)

307 NORTH MICHIGAN
AVENUE, SUITE 2300

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/21/2019

3. Issuer Name and Ticker or Trading Symbol

OLD REPUBLIC INTERNATIONAL CORP [ORI]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SrVP,Secretary,General Counsel

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

999

I

By ESSOP

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
2013 Employee Stock Options	03/20/2013 ⁽¹⁾	03/20/2023	Common Stock	3,750	\$ 12.57	D Â
2014 Employee Stock Options	03/19/2014 ⁽¹⁾	03/19/2024	Common Stock	13,500	\$ 16.06	D Â
2015 Employee Stock Options	03/19/2015 ⁽¹⁾	03/19/2025	Common Stock	12,500	\$ 15.26	D Â
2016 Employee Stock Options	03/23/2016 ⁽¹⁾	03/23/2026	Common Stock	15,000	\$ 18.14	D Â
2017 Employee Stock Options	03/22/2017 ⁽¹⁾	03/22/2027	Common Stock	16,500	\$ 19.98	D Â
2018 Employee Stock Options	02/20/2018 ⁽¹⁾	02/20/2028	Common Stock	35,000	\$ 20.98	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEITKAMP JOHN R JR 307 NORTH MICHIGAN AVENUE SUITE 2300 CHICAGO, IL 60601	Â	Â	Â SrVP,Secretary,General Counsel	Â

Signatures

William J. Dasso, Power of Attorney for John R. Heitkamp, Jr. 02/27/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares vest and become exercisable each December 31 at the rate of 10% the first year, 15% the second year, 20% the third year, 25% the fourth year and 30% the fifth year. Also vesting shall accelerate if the Optionee dies, becomes disabled, retires or a change of control of the company occurs. For those Optionees over age 65 and who have been employed for 10 years or more by the company on the date of grant, 100% of the option shares vest immediately.

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.