

STEINER ARNOLD L
Form 4
December 01, 2004

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)
11/30/2004

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	11/30/2004		J ⁽¹⁾		0	A	\$ 0	216,190	D	
Common Stock	11/30/2004		J ⁽²⁾		0	A	\$ 0	17,881	I	By Spouse
Common Stock	11/30/2004		J ⁽³⁾		0	A	\$ 0	651,450	I	By D&A Investments
Common Stock	11/30/2004		J ⁽⁴⁾		0	A	\$ 0	50,625	I	Footnote (5) (5)
Common Stock	11/30/2004		J ⁽⁶⁾		0	A	\$ 0	372,000	I	Footnote (7) (7)

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Common Stock	11/30/2004	S	5,000	D	\$ 24.99	33,168	I	Footnote (8) (8)
Common Stock	12/01/2004	S	33,168	D	\$ 25.04	0	I	Footnote (8) (8)

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

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.

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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 Reporting Transaction (Instr. 5)
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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
Date: 12/01/2004

__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.

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- (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 651,450 shares.
- (4) No transactions to report related to this indirect ownership of 50,625 shares.
- (5) By spouse as Custodian for Mr. Steiner's children or as Trustee for the benefit of Mr. Steiner's children.
- (6) No transactions to report related to this indirect ownership of 372,000 shares.
- (7) As Co-trustee of a Trust for the benefit of Alison and Michael Steiner.
- (8) As Executor of the Estate of Dorothy L. Steiner.

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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