

HEITKAMP JOHN R JR
Form 3
February 28, 2019

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HEITKAMP JOHN R JR		(Month/Day/Year)	OLD REPUBLIC INTERNATIONAL CORP [ORI]	
(Last)	(First)	(Middle)	02/21/2019	
307 NORTH MICHIGAN AVENUE,Â SUITE 2300			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHICAGO,Â ILÂ 60601			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SrVP,Secretary,General Counsel	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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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.