

OLD REPUBLIC INTERNATIONAL CORP  
 Form 4  
 September 14, 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)  
 09/13/2005

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	09/13/2005		J <sup>(1)</sup>		0	A	\$ 0	216,190	D	
Common Stock	09/13/2005		J <sup>(2)</sup>		0	A	\$ 0	17,881	I	By Spouse
Common Stock	09/13/2005		J <sup>(3)</sup>		0	A	\$ 0	50,625	I	Footnote 4 (4)
Common Stock	09/13/2005		J <sup>(5)</sup>		0	A	\$ 0	372,000	I	Footnote 6 (6)
Common Stock	09/13/2005		S		75,000	D	\$ 26.17	151,447	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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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 Beneficially (Instr. 6)
				Code	V	(A) (D)	Title	Amount or Number of Shares	

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 09/14/2005

        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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