

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

| | |
|---|---------------|
| OMB Number: | 3235-0006 |
| Expires: | July 31, 2015 |
| Estimated average burden hours per response: | 23.8 |

Report for the Calendar Year or Quarter Ended: 12-31-2015

Check here if Amendment Amendment Number:

This Amendment (Check only one.): is a restatement.

adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: OLD REPUBLIC INTERNATIONAL CORP

Address: 307 N MICHIGAN AVE

CHICAGO, IL 60601

Form 13F File
Number: 028-15996

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Charles S. Boone

Title: Chief Investment Officer

Phone: 312-346-8100

Signature, Place, and Date of Signing:

/s/ Charles S. Boone Chicago, IL 02-25-2016
[Signature] [City, State] [Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 89

Form 13F Information Table Value Total: 1,865,447
(thousands)

Confidential information has been omitted from the public Form 13F report and filed separately with the U.S. Securities and Exchange Commission.

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

NONE

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F

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FORM 13F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | COLUMN 8 | | | | |
|-----------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------------|------------------|------------------|--------|------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGER | VOTING AUTHORITY | | |
| | | | | | | | | | SOLE | SHARED | NONE |
| 3M CO | Common | 88579Y101 | 14,733 | 97,800 | SH | | SOLE | | 97,800 | 0 | 0 |
| ABBVIE INC | Common | 00287Y109 | 10,782 | 182,000 | SH | | SOLE | | 182,000 | 0 | 0 |
| AGL RESOURCES INC | Common | 001204106 | 9,425 | 147,700 | SH | | SOLE | | 147,700 | 0 | 0 |
| ALLETE INC | Common | 018522300 | 7,401 | 145,600 | SH | | SOLE | | 145,600 | 0 | 0 |
| ALLIANT ENERGY CORP | Common | 018802108 | 10,117 | 162,000 | SH | | SOLE | | 162,000 | 0 | 0 |
| ALTRIA GROUP INC | Common | 02209S103 | 42,767 | 734,700 | SH | | SOLE | | 734,700 | 0 | 0 |
| AMEREN CORP | Common | 023608102 | 12,210 | 282,442 | SH | | SOLE | | 282,442 | 0 | 0 |
| AMERICAN ELECTRIC POWER CO INC | Common | 025537101 | 8,962 | 153,800 | SH | | SOLE | | 153,800 | 0 | 0 |
| AT&T INC | Common | 00206R102 | 90,161 | 2,620,200 | SH | | SOLE | | 2,620,200 | 0 | 0 |
| AVANGRID INC | Common | 05351W103 | 10,556 | 274,900 | SH | | SOLE | | 274,900 | 0 | 0 |
| AVISTA CORP | Common | 05379B107 | 9,815 | 277,500 | SH | | SOLE | | 277,500 | 0 | 0 |
| BEMIS CO | Common | 081437105 | 6,943 | 155,351 | SH | | SOLE | | 155,351 | 0 | 0 |
| BLACK HILLS CORP | Common | 092113109 | 10,577 | 227,800 | SH | | SOLE | | 227,800 | 0 | 0 |
| BOEING CO | Common | 097023105 | 9,630 | 66,600 | SH | | SOLE | | 66,600 | 0 | 0 |
| BP PLC ADR | Common | 055622104 | 36,902 | 1,180,500 | SH | | SOLE | | 1,180,500 | 0 | 0 |
| BRISTOL MYERS SQUIBB CO | Common | 110122108 | 13,332 | 193,800 | SH | | SOLE | | 193,800 | 0 | 0 |
| CATERPILLAR INC | Common | 149123101 | 25,628 | 377,100 | SH | | SOLE | | 377,100 | 0 | 0 |
| CENTERPOINT ENERGY INC | Common | 15189T107 | 12,944 | 705,000 | SH | | SOLE | | 705,000 | 0 | 0 |
| CHEVRON CORP | Common | 166764100 | 45,943 | 510,700 | SH | | SOLE | | 510,700 | 0 | 0 |
| CINCINNATI FINANCIAL CORP | Common | 172062101 | 34,301 | 579,700 | SH | | SOLE | | 579,700 | 0 | 0 |
| CISCO SYSTEMS | Common | 17275R102 | 26,243 | 966,400 | SH | | SOLE | | 966,400 | 0 | 0 |
| CLOROX COMPANY | Common | 189054109 | 16,196 | 127,700 | SH | | SOLE | | 127,700 | 0 | 0 |
| COCA COLA CO | Common | 191216100 | 34,553 | 804,300 | SH | | SOLE | | 804,300 | 0 | 0 |
| CONOCOPHILIPS | Common | 20825C104 | 34,046 | 729,200 | SH | | SOLE | | 729,200 | 0 | 0 |
| CONSOLIDATED EDISON INC | Common | 209115104 | 16,986 | 264,286 | SH | | SOLE | | 264,286 | 0 | 0 |
| DEERE & CO | Common | 244199105 | 23,189 | 304,040 | SH | | SOLE | | 304,040 | 0 | 0 |
| DOMINION RESOURCES INC | Common | 25746U109 | 11,059 | 163,500 | SH | | SOLE | | 163,500 | 0 | 0 |

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|--------------------------------|--------|-----------|--------|-----------|----|------|-----------|---|---|
| DOW CHEMICAL COMPANY | Common | 260543103 | 26,976 | 524,000 | SH | SOLE | 524,000 | 0 | 0 |
| DU PONT E I DE NEMOURS | Common | 263534109 | 15,518 | 233,000 | SH | SOLE | 233,000 | 0 | 0 |
| DUKE ENERGY CORP | Common | 26441C204 | 10,715 | 150,095 | SH | SOLE | 150,095 | 0 | 0 |
| EATON CORP | Common | G29183103 | 12,542 | 241,000 | SH | SOLE | 241,000 | 0 | 0 |
| EMERSON ELECTRIC CO | Common | 291011104 | 24,896 | 520,500 | SH | SOLE | 520,500 | 0 | 0 |
| EMPIRE DISTRICT ELECTRIC | Common | 291641108 | 13,123 | 467,500 | SH | SOLE | 467,500 | 0 | 0 |
| ERIE INDEMNITY CO CL A | Common | 29530P102 | 21,289 | 222,600 | SH | SOLE | 222,600 | 0 | 0 |
| EXXON MOBIL CORP | Common | 30231G102 | 21,366 | 274,100 | SH | SOLE | 274,100 | 0 | 0 |
| GALLAGHER ARTHUR J | Common | 363576109 | 31,868 | 778,400 | SH | SOLE | 778,400 | 0 | 0 |
| GENERAL ELECTRIC CO | Common | 369604103 | 44,027 | 1,413,400 | SH | SOLE | 1,413,400 | 0 | 0 |
| GENERAL MILLS INC | Common | 370334104 | 16,185 | 280,700 | SH | SOLE | 280,700 | 0 | 0 |
| GENUINE PARTS CO | Common | 372460105 | 15,804 | 184,000 | SH | SOLE | 184,000 | 0 | 0 |
| GLAXOSMITHKLINE ADR | Common | 37733W105 | 53,282 | 1,320,500 | SH | SOLE | 1,320,500 | 0 | 0 |
| GREAT PLAINS ENERGY INC | Common | 391164100 | 9,258 | 339,000 | SH | SOLE | 339,000 | 0 | 0 |
| HELMERICH & PAYNE INC | Common | 423452101 | 15,696 | 293,100 | SH | SOLE | 293,100 | 0 | 0 |
| IBM CORP | Common | 459200101 | 26,148 | 190,000 | SH | SOLE | 190,000 | 0 | 0 |
| INTEL CORP | Common | 458140100 | 31,794 | 922,900 | SH | SOLE | 922,900 | 0 | 0 |
| JOHNSON & JOHNSON | Common | 478160104 | 28,946 | 281,800 | SH | SOLE | 281,800 | 0 | 0 |
| KELLOGG CO | Common | 487836108 | 13,912 | 192,500 | SH | SOLE | 192,500 | 0 | 0 |
| KIMBERLY CLARK CORP | Common | 494368103 | 26,822 | 210,700 | SH | SOLE | 210,700 | 0 | 0 |
| LACLEDE GROUP INC | Common | 505597104 | 9,506 | 160,000 | SH | SOLE | 160,000 | 0 | 0 |
| LEGGETT & PLATT INC | Common | 524660107 | 26,998 | 642,500 | SH | SOLE | 642,500 | 0 | 0 |
| LILLY ELI & CO | Common | 532457108 | 17,669 | 209,700 | SH | SOLE | 209,700 | 0 | 0 |
| LOCKHEED MARTIN | Common | 539830109 | 18,740 | 86,300 | SH | SOLE | 86,300 | 0 | 0 |
| MCDONALDS CORP | Common | 580135101 | 35,347 | 299,200 | SH | SOLE | 299,200 | 0 | 0 |
| MDU RESOURCES GROUP INC | Common | 552690109 | 20,528 | 1,120,500 | SH | SOLE | 1,120,500 | 0 | 0 |
| MERCK & CO INC | Common | 58933Y105 | 17,510 | 331,500 | SH | SOLE | 331,500 | 0 | 0 |
| MERCURY GENERAL CORP | Common | 589400100 | 35,635 | 765,200 | SH | SOLE | 765,200 | 0 | 0 |
| MURPHY OIL CORP | Common | 626717102 | 15,749 | 701,500 | SH | SOLE | 701,500 | 0 | 0 |
| NATIONAL OILWELL VARCO INC | Common | 637071101 | 14,468 | 432,000 | SH | SOLE | 432,000 | 0 | 0 |
| NEW YORK COMMUNITY BANCORP INC | Common | 649445103 | 7,181 | 440,000 | SH | SOLE | 440,000 | 0 | 0 |
| NORFOLK SOUTHERN CO | Common | 655844108 | 13,974 | 165,200 | SH | SOLE | 165,200 | 0 | 0 |
| NORTHWEST NATURAL GAS CO | Common | 667655104 | 13,326 | 263,300 | SH | SOLE | 263,300 | 0 | 0 |
| NUCOR CORP | Common | 670346105 | 31,011 | 769,500 | SH | SOLE | 769,500 | 0 | 0 |
| PAYCHEX INC | Common | 704326107 | 10,303 | 194,800 | SH | SOLE | 194,800 | 0 | 0 |
| PEPCO HOLDING INC | Common | 713291102 | 7,270 | 279,501 | SH | SOLE | 279,501 | 0 | 0 |
| PEPSICO INC | Common | 713448108 | 30,096 | 301,200 | SH | SOLE | 301,200 | 0 | 0 |

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|--------------------------------------|--------|-----------|--------|-----------|----|------|-----------|---|---|
| PFIZER INC | Common | 717081103 | 29,359 | 909,500 | SH | SOLE | 909,500 | 0 | 0 |
| PHILIP MORRIS INTERNATIONAL INC | Common | 718172109 | 29,731 | 338,200 | SH | SOLE | 338,200 | 0 | 0 |
| PIEDMONT NATURAL GAS CO | Common | 720186105 | 15,926 | 279,300 | SH | SOLE | 279,300 | 0 | 0 |
| PPL CORP | Common | 69351T106 | 13,956 | 408,900 | SH | SOLE | 408,900 | 0 | 0 |
| PROCTER & GAMBLE CO | Common | 742718109 | 40,269 | 507,100 | SH | SOLE | 507,100 | 0 | 0 |
| PUBLIC SERVICE ENTERPRISE GRP INC | Common | 744573106 | 9,614 | 248,500 | SH | SOLE | 248,500 | 0 | 0 |
| QUALCOMM INC | Common | 747525103 | 18,295 | 366,000 | SH | SOLE | 366,000 | 0 | 0 |
| QUESTAR CORP | Common | 748356102 | 18,925 | 971,500 | SH | SOLE | 971,500 | 0 | 0 |
| RAYTHEON CO | Common | 755111507 | 17,422 | 139,900 | SH | SOLE | 139,900 | 0 | 0 |
| ROYAL DUTCH SHELL ADR | Common | 780259107 | 31,367 | 681,300 | SH | SOLE | 681,300 | 0 | 0 |
| SCANA CORP | Common | 80589M102 | 12,933 | 213,800 | SH | SOLE | 213,800 | 0 | 0 |
| SONOCO PRODUCTS | Common | 835495102 | 13,888 | 339,800 | SH | SOLE | 339,800 | 0 | 0 |
| SOUTHERN COMPANY | Common | 842587107 | 11,721 | 250,500 | SH | SOLE | 250,500 | 0 | 0 |
| SYSCO CORP | Common | 871829107 | 25,723 | 627,400 | SH | SOLE | 627,400 | 0 | 0 |
| TARGET CORP | Common | 87612E106 | 15,502 | 213,500 | SH | SOLE | 213,500 | 0 | 0 |
| TECO ENERGY INC | Common | 872375100 | 14,620 | 548,600 | SH | SOLE | 548,600 | 0 | 0 |
| TEXAS INSTRUMENTS INC | Common | 882508104 | 4,385 | 80,000 | SH | SOLE | 80,000 | 0 | 0 |
| UNITED PARCEL SERVICES INC | Common | 911312106 | 13,934 | 144,800 | SH | SOLE | 144,800 | 0 | 0 |
| VECTREN CORP | Common | 92240G101 | 7,595 | 179,044 | SH | SOLE | 179,044 | 0 | 0 |
| VERIZON COMMUNICATIONS INC | Common | 92343V104 | 77,557 | 1,678,000 | SH | SOLE | 1,678,000 | 0 | 0 |
| WASTE MANAGEMENT INC | Common | 94106L109 | 18,717 | 350,700 | SH | SOLE | 350,700 | 0 | 0 |
| WEC ENERGY GROUP INC | Common | 92939U106 | 15,144 | 295,151 | SH | SOLE | 295,151 | 0 | 0 |
| WESTAR ENERGY INC | Common | 95709T100 | 11,650 | 274,700 | SH | SOLE | 274,700 | 0 | 0 |
| WGL HOLDINGS INC | Common | 92924F106 | 13,770 | 218,600 | SH | SOLE | 218,600 | 0 | 0 |
| XCEL ENERGY CORP | Common | 98389B100 | 12,565 | 349,900 | SH | SOLE | 349,900 | 0 | 0 |