

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

OMB APPROVAL

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

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 03-31-2014

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 Boone Chicago, IL 05-06-2014
[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: 91

Form 13F Information Table Value Total: 940,105

(thousands)

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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FORM 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
				SH/	PUT/	PRN			SOLE	SHARED	NONE
3M CO	Common	88579Y101	13,973	103,000	SH		SOLE	103,000	0	0	
ABBOTT LABORATORIES	Common	002824100	5,545	144,000	SH		SOLE	144,000	0	0	
AFLAC INC	Common	001055102	5,800	92,000	SH		SOLE	92,000	0	0	
AGL RESOURCES INC	Common	001204106	5,234	106,900	SH		SOLE	106,900	0	0	
AIR PRODUCTS & CHEMICALS INC	Common	009158106	9,523	80,000	SH		SOLE	80,000	0	0	
ALLETE INC	Common	018522300	4,325	82,500	SH		SOLE	82,500	0	0	
ALLIANT ENERGY CORP	Common	018802108	5,283	93,000	SH		SOLE	93,000	0	0	
ALTRIA GROUP INC	Common	02209S103	22,522	601,700	SH		SOLE	601,700	0	0	
AMEREN CORP	Common	023608102	9,577	232,442	SH		SOLE	232,442	0	0	
AMERICAN ELECTRIC POWER CO INC	Common	025537101	8,182	161,500	SH		SOLE	161,500	0	0	
ARCHER DANIELS MIDLAND CO	Common	039483102	6,183	142,500	SH		SOLE	142,500	0	0	
AT&T INC	Common	00206R102	31,921	910,200	SH		SOLE	910,200	0	0	
ATMOS ENERGY	Common	049560105	4,619	98,000	SH		SOLE	98,000	0	0	
AUTOMATIC DATA PROCESSING	Common	053015103	5,949	77,000	SH		SOLE	77,000	0	0	
AVISTA CORP	Common	05379B107	5,502	179,500	SH		SOLE	179,500	0	0	
BECTON DICKINSON AND CO	Common	075887109	5,784	49,400	SH		SOLE	49,400	0	0	
BEMIS CO	Common	081437105	5,496	140,051	SH		SOLE	140,051	0	0	
BLACK HILLS CORP	Common	092113109	853	14,800	SH		SOLE	14,800	0	0	
BOEING CO	Common	097023105	9,161	73,000	SH		SOLE	73,000	0	0	
BRISTOL MYERS SQUIBB CO	Common	110122108	7,767	149,500	SH		SOLE	149,500	0	0	
CHEVRON CORP	Common	166764100	19,810	166,600	SH		SOLE	166,600	0	0	
CHUBB CORP	Common	171232101	6,072	68,000	SH		SOLE	68,000	0	0	
CINCINNATI FINANCIAL CORP	Common	172062101	15,206	312,500	SH		SOLE	312,500	0	0	
COCA COLA CO	Common	191216100	17,088	442,000	SH		SOLE	442,000	0	0	
COLGATE PALMOLIVE CO	Common	194162103	5,871	90,500	SH		SOLE	90,500	0	0	
CONOCOPHILIPS	Common	20825C104	20,950	297,800	SH		SOLE	297,800	0	0	
CONSOLIDATED EDISON INC	Common	209115104	14,839	276,586	SH		SOLE	276,586	0	0	

DOMINION RESOURCES INC	Common	25746U109	6,673	94,000	SH	SOLE	94,000	0	0
DU PONT E I DE NEMOURS	Common	263534109	14,628	218,000	SH	SOLE	218,000	0	0
DUKE ENERGY CORP	Common	26441C204	7,820	109,795	SH	SOLE	109,795	0	0
EATON CORP	Common	G29183103	9,165	122,000	SH	SOLE	122,000	0	0
EMERSON ELECTRIC CO	Common	291011104	14,696	220,000	SH	SOLE	220,000	0	0
EMPIRE DISTRICT ELECTRIC	Common	291641108	5,399	222,000	SH	SOLE	222,000	0	0
EXXON MOBIL CORP	Common	30231G102	11,429	117,000	SH	SOLE	117,000	0	0
GALLAGHER ARTHUR J	Common	363576109	14,750	310,000	SH	SOLE	310,000	0	0
GENUINE PARTS CO	Common	372460105	7,295	84,000	SH	SOLE	84,000	0	0
GRAINGER W W INC	Common	384802104	6,266	24,800	SH	SOLE	24,800	0	0
HELMERICH & PAYNE INC	Common	423452101	6,292	58,500	SH	SOLE	58,500	0	0
ILLINOIS TOOL WORKS	Common	452308109	5,693	70,000	SH	SOLE	70,000	0	0
INTEGRYS ENERGY GROUP INC	Common	45822P105	6,919	116,000	SH	SOLE	116,000	0	0
INTEL CORP	Common	458140100	20,264	785,000	SH	SOLE	785,000	0	0
JOHNSON & JOHNSON	Common	478160104	17,210	175,200	SH	SOLE	175,200	0	0
KELLOGG CO	Common	487836108	9,971	159,000	SH	SOLE	159,000	0	0
KIMBERLY CLARK CORP	Common	494368103	21,058	191,000	SH	SOLE	191,000	0	0
LACLEDE GROUP INC	Common	505597104	5,304	112,500	SH	SOLE	112,500	0	0
LEGGETT & PLATT INC	Common	524660107	18,344	562,000	SH	SOLE	562,000	0	0
LILLY ELI & CO	Common	532457108	15,480	263,000	SH	SOLE	263,000	0	0
LOCKHEED MARTIN	Common	539830109	19,099	117,000	SH	SOLE	117,000	0	0
LOWES COMPANIES	Common	548661107	6,064	124,000	SH	SOLE	124,000	0	0
MCDONALDS CORP	Common	580135101	19,106	194,900	SH	SOLE	194,900	0	0
MEDTRONIC INC	Common	585055106	5,969	97,000	SH	SOLE	97,000	0	0
MERCK & CO INC	Common	58933Y105	12,092	213,000	SH	SOLE	213,000	0	0
MERCURY GENERAL CORP	Common	589400100	15,981	354,500	SH	SOLE	354,500	0	0
MGE ENERGY INC	Common	55277P104	3,933	100,255	SH	SOLE	100,255	0	0
NORFOLK SOUTHERN CO	Common	655844108	10,397	107,000	SH	SOLE	107,000	0	0
NORTHEAST UTILITIES	Common	664397106	5,164	113,500	SH	SOLE	113,500	0	0
NORTHWEST NATURAL GAS CO	Common	667655104	8,463	192,300	SH	SOLE	192,300	0	0
NUCOR CORP	Common	670346105	20,570	407,000	SH	SOLE	407,000	0	0
PARKER HANNIFIN	Common	701094104	6,225	52,000	SH	SOLE	52,000	0	0
PEPCO HOLDING INC	Common	713291102	5,724	279,501	SH	SOLE	279,501	0	0
PEPSICO INC	Common	713448108	12,316	147,500	SH	SOLE	147,500	0	0
PFIZER INC	Common	717081103	15,289	476,000	SH	SOLE	476,000	0	0
PIEDMONT NATURAL GAS CO	Common	720186105	7,602	214,800	SH	SOLE	214,800	0	0
PORTLAND GENERAL ELECTRIC	Common	736508847	5,724	177,000	SH	SOLE	177,000	0	0

PPL CORP	Common	69351T106	9,259	279,400	SH	SOLE	279,400	0	0
PROCTER & GAMBLE CO	Common	742718109	19,263	239,000	SH	SOLE	239,000	0	0
PUBLIC SERVICE ENTERPRISE GRP INC	Common	744573106	6,846	179,500	SH	SOLE	179,500	0	0
QUESTAR CORP	Common	748356102	8,192	344,500	SH	SOLE	344,500	0	0
RAYTHEON CO	Common	755111507	18,671	189,000	SH	SOLE	189,000	0	0
RPM INTERNATIONAL	Common	749685103	7,950	190,000	SH	SOLE	190,000	0	0
SCANA CORP	Common	80589M102	6,877	134,000	SH	SOLE	134,000	0	0
SHERWIN WILLIAMS CO	Common	824348106	6,308	32,000	SH	SOLE	32,000	0	0
SONOCO PRODUCTS	Common	835495102	15,424	376,000	SH	SOLE	376,000	0	0
SOUTHERN COMPANY	Common	842587107	9,917	225,700	SH	SOLE	225,700	0	0
STANLEY WORKS CO	Common	854502101	5,727	70,500	SH	SOLE	70,500	0	0
SYSCO CORP	Common	871829107	17,631	488,000	SH	SOLE	488,000	0	0
T ROWE PRICE GROUP INC	Common	74144T108	5,847	71,000	SH	SOLE	71,000	0	0
TARGET CORP	Common	87612E106	9,561	158,000	SH	SOLE	158,000	0	0
TECO ENERGY INC	Common	872375100	9,266	540,300	SH	SOLE	540,300	0	0
UIL HOLDINGS CORP	Common	902748102	8,503	231,000	SH	SOLE	231,000	0	0
UNITED PARCEL SERVICES INC	Common	911312106	7,401	76,000	SH	SOLE	76,000	0	0
UNS ENERGY CORP	Common	903119105	4,322	72,000	SH	SOLE	72,000	0	0
VECTREN CORP	Common	92240G101	5,674	144,044	SH	SOLE	144,044	0	0
VERIZON COMMUNICATIONS INC	Common	92343V104	27,495	578,000	SH	SOLE	578,000	0	0
VF CORP	Common	918204108	6,262	101,200	SH	SOLE	101,200	0	0
WALGREEN CO	Common	931422109	10,235	155,000	SH	SOLE	155,000	0	0
WAL-MART STORES	Common	931142103	5,885	77,000	SH	SOLE	77,000	0	0
WESTAR ENERGY INC	Common	95709T100	7,479	212,700	SH	SOLE	212,700	0	0
WGL HOLDINGS INC	Common	92924F106	6,866	171,400	SH	SOLE	171,400	0	0
WISCONSIN ENERGY CORP	Common	976657106	5,470	117,500	SH	SOLE	117,500	0	0
XCEL ENERGY CORP	Common	98389B100	10,365	341,400	SH	SOLE	341,400	0	0