

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: 09-30-2015

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 11-04-2015
[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: 88

Form 13F Information Table Value Total: 1,830,105
(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	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/ CALL	PUT/ DISCRETION	INVESTMENT MANAGER	OTHER	VOTING AUTHORITY SOLE SHARED NONE
AGL RESOURCES INC	Common	001204106	6,843	154,900	SH		SOLE		154,900 0 0
AT&T INC	Common	00206R102	86,112	2,615,000	SH		SOLE		2,615,000 0 0
ABBVIE INC	Common	00287Y109	10,319	183,000	SH		SOLE		183,000 0 0
ALLETE INC	Common	018522300	6,988	155,500	SH		SOLE		155,500 0 0
ALLIANT ENERGY CORP	Common	018802108	5,008	93,000	SH		SOLE		93,000 0 0
ALTRIA GROUP INC	Common	02209S103	27,467	734,700	SH		SOLE		734,700 0 0
AMEREN CORP	Common	023608102	8,261	282,442	SH		SOLE		282,442 0 0
AMERICAN ELECTRIC POWER CO INC	Common	025537101	6,817	164,000	SH		SOLE		164,000 0 0
AVISTA CORP	Common	05379B107	7,971	293,000	SH		SOLE		293,000 0 0
BP PLC ADR	Common	055622104	71,386	1,653,500	SH		SOLE		1,653,500 0 0
BEMIS CO	Common	081437105	5,782	170,051	SH		SOLE		170,051 0 0
BLACK HILLS CORP	Common	092113109	10,746	227,800	SH		SOLE		227,800 0 0
BOEING CO	Common	097023105	5,193	73,000	SH		SOLE		73,000 0 0
BRISTOL MYERS SQUIBB CO	Common	110122108	11,645	258,200	SH		SOLE		258,200 0 0
CATERPILLAR INC	Common	149123101	31,234	371,200	SH		SOLE		371,200 0 0
CENTERPOINT ENERGY INC	Common	15189T107	10,188	515,000	SH		SOLE		515,000 0 0
CHEVRON CORP	Common	166764100	74,612	659,900	SH		SOLE		659,900 0 0
CINCINNATI FINANCIAL CORP	Common	172062101	29,776	642,500	SH		SOLE		642,500 0 0
CISCO SYSTEMS	Common	17275R102	23,392	988,500	SH		SOLE		988,500 0 0
CLOROX COMPANY	Common	189054109	12,306	139,100	SH		SOLE		139,100 0 0
COCA COLA CO	Common	191216100	38,252	973,000	SH		SOLE		973,000 0 0
CONOCOPHILIPS	Common	20825C104	66,963	997,600	SH		SOLE		997,600 0 0
CONSOLIDATED EDISON INC	Common	209115104	13,760	274,586	SH		SOLE		274,586 0 0
DEERE & CO	Common	244199105	8,481	106,040	SH		SOLE		106,040 0 0
DOMINION RESOURCES INC	Common	25746U109	5,773	101,500	SH		SOLE		101,500 0 0
DOW CHEMICAL COMPANY	Common	260543103	27,929	598,600	SH		SOLE		598,600 0 0
DU PONT E I DE NEMOURS	Common	263534109	14,908	296,000	SH		SOLE		296,000 0 0

DUKE ENERGY CORP	Common	26441C204	8,686	150,095	SH	SOLE	150,095	0	0
EMERSON ELECTRIC CO	Common	291011104	27,466	510,500	SH	SOLE	510,500	0	0
EMPIRE DISTRICT ELECTRIC	Common	291641108	10,169	467,500	SH	SOLE	467,500	0	0
ERIE INDEMNITY CO CL A	Common	29530P102	17,045	229,100	SH	SOLE	229,100	0	0
EXXON MOBIL CORP	Common	30231G102	26,579	294,500	SH	SOLE	294,500	0	0
GALLAGHER ARTHUR J	Common	363576109	29,739	689,400	SH	SOLE	689,400	0	0
GENERAL ELECTRIC CO	Common	369604103	48,480	1,898,400	SH	SOLE	1,898,400	0	0
GENERAL MILLS INC	Common	370334104	21,578	413,400	SH	SOLE	413,400	0	0
GENUINE PARTS CO	Common	372460105	13,408	184,000	SH	SOLE	184,000	0	0
GLAXOSMITHKLINE ADR	Common	37733W105	59,438	1,320,500	SH	SOLE	1,320,500	0	0
HELMERICH & PAYNE INC	Common	423452101	21,513	297,500	SH	SOLE	297,500	0	0
INTEL CORP	Common	458140100	25,955	1,043,400	SH	SOLE	1,043,400	0	0
IBM CORP	Common	459200101	29,917	185,000	SH	SOLE	185,000	0	0
JOHNSON & JOHNSON	Common	478160104	28,935	337,200	SH	SOLE	337,200	0	0
KELLOGG CO	Common	487836108	12,664	225,000	SH	SOLE	225,000	0	0
KIMBERLY CLARK CORP	Common	494368103	22,533	235,500	SH	SOLE	235,500	0	0
LACLEDE GROUP INC	Common	505597104	6,911	160,000	SH	SOLE	160,000	0	0
LEGGETT & PLATT INC	Common	524660107	19,017	642,500	SH	SOLE	642,500	0	0
LILLY ELI & CO	Common	532457108	11,450	225,200	SH	SOLE	225,200	0	0
LOCKHEED MARTIN	Common	539830109	11,357	115,900	SH	SOLE	115,900	0	0
MDU RESOURCES GROUP INC	Common	552690109	22,673	1,120,500	SH	SOLE	1,120,500	0	0
MCDONALDS CORP	Common	580135101	32,940	346,700	SH	SOLE	346,700	0	0
MERCK & CO INC	Common	58933Y105	13,429	271,500	SH	SOLE	271,500	0	0
MERCURY GENERAL CORP	Common	589400100	34,689	765,200	SH	SOLE	765,200	0	0
MURPHY OIL CORP	Common	626717102	11,347	378,000	SH	SOLE	378,000	0	0
NATIONAL OILWELL VARCO INC	Common	637071101	12,688	320,000	SH	SOLE	320,000	0	0
NEW YORK COMMUNITY BANCORP INC	Common	649445103	7,477	440,000	SH	SOLE	440,000	0	0
NORFOLK SOUTHERN CO	Common	655844108	12,738	184,000	SH	SOLE	184,000	0	0
NORTHWEST NATURAL GAS CO	Common	667655104	12,155	275,500	SH	SOLE	275,500	0	0
NUCOR CORP	Common	670346105	28,998	633,500	SH	SOLE	633,500	0	0
PPL CORP	Common	69351T106	10,497	387,900	SH	SOLE	387,900	0	0
PAYCHEX INC	Common	704326107	9,809	205,000	SH	SOLE	205,000	0	0
PEPCO HOLDING INC	Common	713291102	5,321	279,501	SH	SOLE	279,501	0	0
PEPSICO INC	Common	713448108	25,968	301,200	SH	SOLE	301,200	0	0
PFIZER INC	Common	717081103	36,997	1,261,000	SH	SOLE	1,261,000	0	0
PHILIP MORRIS INTERNATIONAL INC	Common	718172109	38,795	458,200	SH	SOLE	458,200	0	0

PIEDMONT NATURAL GAS CO	Common	720186105	9,063	279,300	SH	SOLE	279,300	0	0
PROCTER & GAMBLE CO	Common	742718109	39,825	521,000	SH	SOLE	521,000	0	0
PUBLIC SERVICE ENTERPRISE GRP INC	Common	744573106	9,028	248,500	SH	SOLE	248,500	0	0
QUALCOMM INC	Common	747525103	12,287	197,000	SH	SOLE	197,000	0	0
QUESTAR CORP	Common	748356102	20,086	891,500	SH	SOLE	891,500	0	0
RAYTHEON CO	Common	755111507	11,471	187,300	SH	SOLE	187,300	0	0
ROYAL DUTCH SHELL ADR	Common	780259107	65,334	893,200	SH	SOLE	893,200	0	0
SCANA CORP	Common	80589M102	9,373	201,800	SH	SOLE	201,800	0	0
SONOCO PRODUCTS	Common	835495102	14,107	424,000	SH	SOLE	424,000	0	0
SOUTHERN COMPANY	Common	842587107	11,837	303,700	SH	SOLE	303,700	0	0
SYSCO CORP	Common	871829107	22,287	651,000	SH	SOLE	651,000	0	0
TECO ENERGY INC	Common	872375100	10,226	576,500	SH	SOLE	576,500	0	0
TARGET CORP	Common	87612E106	13,465	237,500	SH	SOLE	237,500	0	0
TEXAS INSTRUMENTS INC	Common	882508104	12,259	280,000	SH	SOLE	280,000	0	0
3M CO	Common	88579Y101	10,914	103,000	SH	SOLE	103,000	0	0
UIL HOLDINGS CORP	Common	902748102	9,573	274,900	SH	SOLE	274,900	0	0
UNITED PARCEL SERVICES INC	Common	911312106	12,754	151,000	SH	SOLE	151,000	0	0
VECTREN CORP	Common	92240G101	5,397	179,044	SH	SOLE	179,044	0	0
VERIZON COMMUNICATIONS INC	Common	92343V104	69,539	1,612,000	SH	SOLE	1,612,000	0	0
WGL HOLDINGS INC	Common	92924F106	9,444	232,900	SH	SOLE	232,900	0	0
WEC ENERGY GROUP INC	Common	92939U106	11,138	299,324	SH	SOLE	299,324	0	0
WASTE MANAGEMENT INC	Common	94106L109	15,612	350,700	SH	SOLE	350,700	0	0
WESTAR ENERGY INC	Common	95709T100	8,278	274,700	SH	SOLE	274,700	0	0
XCEL ENERGY CORP	Common	98389B100	8,455	349,900	SH	SOLE	349,900	0	0
EATON CORP	Common	G29183103	10,880	214,000	SH	SOLE	214,000	0	0