

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: 09-30-2014

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 S. Boone Chicago, IL 11-07-2014
[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: 86

Form 13F Information Table Value Total: 1,232,238

(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

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 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/ PRN	PUT/ CALL	OR AMT			SOLE	SHARED	NONE
AGL RESOURCES INC	Common	001204106	6,002	116,900	SH		SOLE		116,900	0	0
AT&T INC	Common	00206R102	35,205	999,000	SH		SOLE		999,000	0	0
ABBVIE INC	Common	00287Y109	6,440	111,500	SH		SOLE		111,500	0	0
AIR PRODUCTS & CHEMICALS INC	Common	009158106	10,414	80,000	SH		SOLE		80,000	0	0
ALLETE INC	Common	018522300	5,749	129,500	SH		SOLE		129,500	0	0
ALLIANT ENERGY CORP	Common	018802108	5,153	93,000	SH		SOLE		93,000	0	0
ALTRIA GROUP INC	Common	02209S103	30,674	667,700	SH		SOLE		667,700	0	0
AMEREN CORP	Common	023608102	9,254	241,442	SH		SOLE		241,442	0	0
AMERICAN ELECTRIC POWER CO INC	Common	025537101	8,432	161,500	SH		SOLE		161,500	0	0
ATMOS ENERGY	Common	049560105	5,175	108,500	SH		SOLE		108,500	0	0
AVISTA CORP	Common	05379B107	6,075	199,000	SH		SOLE		199,000	0	0
BP PLC	Common	055622104	18,942	431,000	SH		SOLE		431,000	0	0
BEMIS CO	Common	081437105	6,465	170,051	SH		SOLE		170,051	0	0
BLACK HILLS CORP	Common	092113109	3,438	71,800	SH		SOLE		71,800	0	0
BOEING CO	Common	097023105	9,299	73,000	SH		SOLE		73,000	0	0
BRISTOL MYERS SQUIBB CO	Common	110122108	13,215	258,200	SH		SOLE		258,200	0	0
CHEVRON CORP	Common	166764100	27,456	230,100	SH		SOLE		230,100	0	0
CINCINNATI FINANCIAL CORP	Common	172062101	29,383	624,500	SH		SOLE		624,500	0	0
CISCO SYSTEMS	Common	17275R102	22,011	874,500	SH		SOLE		874,500	0	0
CLOROX COMPANY	Common	189054109	14,454	150,500	SH		SOLE		150,500	0	0
COCA COLA CO	Common	191216100	26,769	627,500	SH		SOLE		627,500	0	0
CONAGRA FOODS INC	Common	205887102	16,289	493,000	SH		SOLE		493,000	0	0
CONOCOPHILIPS	Common	20825C104	26,713	349,100	SH		SOLE		349,100	0	0
CONSOLIDATED EDISON INC	Common	209115104	15,615	275,586	SH		SOLE		275,586	0	0
DOMINION RESOURCES INC	Common	25746U109	7,013	101,500	SH		SOLE		101,500	0	0
DOW CHEMICAL COMPANY	Common	260543103	5,349	102,000	SH		SOLE		102,000	0	0
DU PONT E I DE NEMOURS	Common	263534109	15,644	218,000	SH		SOLE		218,000	0	0

DUKE ENERGY CORP	Common	26441C204	8,980	120,095	SH	SOLE	120,095	0	0
EMERSON ELECTRIC CO	Common	291011104	13,768	220,000	SH	SOLE	220,000	0	0
EMPIRE DISTRICT ELECTRIC	Common	291641108	5,977	247,500	SH	SOLE	247,500	0	0
ERIE INDEMNITY CO CL A	Common	29530P102	17,368	229,100	SH	SOLE	229,100	0	0
EXXON MOBIL CORP	Common	30231G102	16,741	178,000	SH	SOLE	178,000	0	0
GALLAGHER ARTHUR J	Common	363576109	25,510	562,400	SH	SOLE	562,400	0	0
GENERAL ELECTRIC CO	Common	369604103	21,393	835,000	SH	SOLE	835,000	0	0
GENERAL MILLS INC	Common	370334104	14,550	288,400	SH	SOLE	288,400	0	0
GENUINE PARTS CO	Common	372460105	8,596	98,000	SH	SOLE	98,000	0	0
HELMERICH & PAYNE INC	Common	423452101	6,704	68,500	SH	SOLE	68,500	0	0
INTEL CORP	Common	458140100	31,982	918,500	SH	SOLE	918,500	0	0
INTEGRYS ENERGY GROUP INC	Common	45822P105	9,788	151,000	SH	SOLE	151,000	0	0
JOHNSON & JOHNSON	Common	478160104	18,675	175,200	SH	SOLE	175,200	0	0
KELLOGG CO	Common	487836108	10,842	176,000	SH	SOLE	176,000	0	0
KIMBERLY CLARK CORP	Common	494368103	21,170	196,800	SH	SOLE	196,800	0	0
KRAFT FOODS INC	Common	50076Q106	9,193	163,000	SH	SOLE	163,000	0	0
LACLEDE GROUP INC	Common	505597104	5,568	120,000	SH	SOLE	120,000	0	0
LEGGETT & PLATT INC	Common	524660107	21,581	618,000	SH	SOLE	618,000	0	0
LILLY ELI & CO	Common	532457108	17,477	269,500	SH	SOLE	269,500	0	0
LOCKHEED MARTIN	Common	539830109	21,385	117,000	SH	SOLE	117,000	0	0
MGE ENERGY INC	Common	55277P104	3,736	100,255	SH	SOLE	100,255	0	0
MCDONALDS CORP	Common	580135101	35,118	370,400	SH	SOLE	370,400	0	0
MERCK & CO INC	Common	58933Y105	16,095	271,500	SH	SOLE	271,500	0	0
MERCURY GENERAL CORP	Common	589400100	32,141	658,500	SH	SOLE	658,500	0	0
NORFOLK SOUTHERN CO	Common	655844108	11,941	107,000	SH	SOLE	107,000	0	0
NORTHEAST UTILITIES	Common	664397106	6,623	149,500	SH	SOLE	149,500	0	0
NORTHWEST NATURAL GAS CO	Common	667655104	10,077	238,500	SH	SOLE	238,500	0	0
NUCOR CORP	Common	670346105	23,178	427,000	SH	SOLE	427,000	0	0
OCCIDENTAL PETROLEUM CORP	Common	674599105	11,817	122,900	SH	SOLE	122,900	0	0
PPL CORP	Common	69351T106	12,098	368,400	SH	SOLE	368,400	0	0
PEPCO HOLDING INC	Common	713291102	7,479	279,501	SH	SOLE	279,501	0	0
PEPSICO INC	Common	713448108	17,426	187,200	SH	SOLE	187,200	0	0
PFIZER INC	Common	717081103	20,226	684,000	SH	SOLE	684,000	0	0
PHILIP MORRIS INTERNATIONAL INC	Common	718172109	19,182	230,000	SH	SOLE	230,000	0	0
PIEDMONT NATURAL GAS CO	Common	720186105	7,722	230,300	SH	SOLE	230,300	0	0
PORTLAND GENERAL ELECTRIC	Common	736508847	6,745	210,000	SH	SOLE	210,000	0	0
PROCTER & GAMBLE CO	Common	742718109	27,634	330,000	SH	SOLE	330,000	0	0
PUBLIC SERVICE ENTERPRISE GRP INC	Common	744573106	9,254	248,500	SH	SOLE	248,500	0	0

QUESTAR CORP	Common	748356102	9,941	446,000	SH	SOLE	446,000	0	0
RPM INTERNATIONAL	Common	749685103	8,698	190,000	SH	SOLE	190,000	0	0
RAYTHEON CO	Common	755111507	19,206	189,000	SH	SOLE	189,000	0	0
SCANA CORP	Common	80589M102	7,243	146,000	SH	SOLE	146,000	0	0
SONOCO PRODUCTS	Common	835495102	16,659	424,000	SH	SOLE	424,000	0	0
SOUTHERN COMPANY	Common	842587107	12,034	275,700	SH	SOLE	275,700	0	0
SYSCO CORP	Common	871829107	23,112	609,000	SH	SOLE	609,000	0	0
TECO ENERGY INC	Common	872375100	9,668	556,300	SH	SOLE	556,300	0	0
TARGET CORP	Common	87612E106	15,451	246,500	SH	SOLE	246,500	0	0
3M CO	Common	88579Y101	14,593	103,000	SH	SOLE	103,000	0	0
UIL HOLDINGS CORP	Common	902748102	9,731	274,900	SH	SOLE	274,900	0	0
UNITED PARCEL SERVICES INC	Common	911312106	7,470	76,000	SH	SOLE	76,000	0	0
VECTREN CORP	Common	92240G101	6,266	157,044	SH	SOLE	157,044	0	0
VERIZON COMMUNICATIONS INC	Common	92343V104	32,169	643,500	SH	SOLE	643,500	0	0
WGL HOLDINGS INC	Common	92924F106	9,810	232,900	SH	SOLE	232,900	0	0
WALGREEN CO	Common	931422109	9,187	155,000	SH	SOLE	155,000	0	0
WASTE MANAGEMENT INC	Common	94106L109	15,219	320,200	SH	SOLE	320,200	0	0
WESTAR ENERGY INC	Common	95709T100	7,735	226,700	SH	SOLE	226,700	0	0
WISCONSIN ENERGY CORP	Common	976657106	5,547	129,000	SH	SOLE	129,000	0	0
XCEL ENERGY CORP	Common	98389B100	12,400	407,900	SH	SOLE	407,900	0	0
EATON CORP	Common	G29183103	7,731	122,000	SH	SOLE	122,000	0	0