

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: 06-30-2014

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 08-06-2014  
[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: 87

Form 13F Information Table Value Total: 1,149,442

(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		COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
			VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	VOTING AUTHORITY SOLE SHARED NONE			
AGL RESOURCES INC	Common	001204106	5,883	106,900	SH		SOLE		106,900	0	0	
AT&T INC	Common	00206R102	35,130	993,500	SH		SOLE		993,500	0	0	
ABBVIE INC	Common	00287Y109	5,051	89,500	SH		SOLE		89,500	0	0	
AIR PRODUCTS & CHEMICALS INC	Common	009158106	10,290	80,000	SH		SOLE		80,000	0	0	
ALLETE INC	Common	018522300	6,342	123,500	SH		SOLE		123,500	0	0	
ALLIANT ENERGY CORP	Common	018802108	5,660	93,000	SH		SOLE		93,000	0	0	
ALTRIA GROUP INC	Common	02209S103	27,165	647,700	SH		SOLE		647,700	0	0	
AMEREN CORP	Common	023608102	9,502	232,442	SH		SOLE		232,442	0	0	
AMERICAN ELECTRIC POWER CO	Common	025537101	9,007	161,500	SH		SOLE		161,500	0	0	
ATMOS ENERGY	Common	049560105	5,233	98,000	SH		SOLE		98,000	0	0	
AVISTA CORP	Common	05379B107	6,017	179,500	SH		SOLE		179,500	0	0	
BEMIS CO	Common	081437105	6,914	170,051	SH		SOLE		170,051	0	0	
BLACK HILLS CORP	Common	092113109	909	14,800	SH		SOLE		14,800	0	0	
BOEING CO	Common	097023105	9,288	73,000	SH		SOLE		73,000	0	0	
BRISTOL MYERS SQUIBB CO	Common	110122108	14,951	308,200	SH		SOLE		308,200	0	0	
CHEVRON CORP	Common	166764100	29,517	226,100	SH		SOLE		226,100	0	0	
CINCINNATI FINANCIAL CORP	Common	172062101	26,326	548,000	SH		SOLE		548,000	0	0	
CISCO SYSTEMS	Common	17275R102	17,122	689,000	SH		SOLE		689,000	0	0	
CLOROX COMPANY	Common	189054109	13,756	150,500	SH		SOLE		150,500	0	0	
COCA COLA CO	Common	191216100	25,458	601,000	SH		SOLE		601,000	0	0	
CONAGRA FOODS INC	Common	205887102	17,749	598,000	SH		SOLE		598,000	0	0	
CONOCOPHILIPS	Common	20825C104	29,543	344,600	SH		SOLE		344,600	0	0	
CONSOLIDATED EDISON INC	Common	209115104	15,912	275,586	SH		SOLE		275,586	0	0	
DOMINION RESOURCES INC	Common	25746U109	6,723	94,000	SH		SOLE		94,000	0	0	
DOW CHEMICAL COMPANY	Common	260543103	7,307	142,000	SH		SOLE		142,000	0	0	
DU PONT E I DE NEMOURS	Common	263534109	14,266	218,000	SH		SOLE		218,000	0	0	
DUKE ENERGY CORP	Common	26441C204	8,146	109,795	SH		SOLE		109,795	0	0	

EMERSON ELECTRIC CO	Common	291011104	14,599	220,000	SH	SOLE	220,000	0	0
EMPIRE DISTRICT ELECTRIC	Common	291641108	5,701	222,000	SH	SOLE	222,000	0	0
ERIE INDEMNITY CO CL A	Common	29530P102	7,112	94,500	SH	SOLE	94,500	0	0
EXXON MOBIL CORP	Common	30231G102	15,907	158,000	SH	SOLE	158,000	0	0
GALLAGHER ARTHUR J	Common	363576109	25,714	551,800	SH	SOLE	551,800	0	0
GENERAL ELECTRIC CO	Common	369604103	9,303	354,000	SH	SOLE	354,000	0	0
GENERAL MILLS INC	Common	370334104	11,575	220,300	SH	SOLE	220,300	0	0
GENUINE PARTS CO	Common	372460105	8,604	98,000	SH	SOLE	98,000	0	0
HELMERICH & PAYNE INC	Common	423452101	6,792	58,500	SH	SOLE	58,500	0	0
ILLINOIS TOOL WORKS	Common	452308109	6,129	70,000	SH	SOLE	70,000	0	0
INTEL CORP	Common	458140100	28,382	918,500	SH	SOLE	918,500	0	0
INTEGRYS ENERGY GROUP INC	Common	45822P105	10,741	151,000	SH	SOLE	151,000	0	0
JOHNSON & JOHNSON	Common	478160104	18,329	175,200	SH	SOLE	175,200	0	0
KELLOGG CO	Common	487836108	10,446	159,000	SH	SOLE	159,000	0	0
KIMBERLY CLARK CORP	Common	494368103	21,243	191,000	SH	SOLE	191,000	0	0
KRAFT FOODS INC	Common	50076Q106	11,810	197,000	SH	SOLE	197,000	0	0
LACLEDE GROUP INC	Common	505597104	5,826	120,000	SH	SOLE	120,000	0	0
LEGGETT & PLATT INC	Common	524660107	21,185	618,000	SH	SOLE	618,000	0	0
LILLY ELI & CO	Common	532457108	16,351	263,000	SH	SOLE	263,000	0	0
LOCKHEED MARTIN	Common	539830109	18,805	117,000	SH	SOLE	117,000	0	0
MGE ENERGY INC	Common	55277P104	3,961	100,255	SH	SOLE	100,255	0	0
MCDONALDS CORP	Common	580135101	27,139	269,400	SH	SOLE	269,400	0	0
MERCK & CO INC	Common	58933Y105	14,144	244,500	SH	SOLE	244,500	0	0
MERCURY GENERAL CORP	Common	589400100	27,448	583,500	SH	SOLE	583,500	0	0
NORFOLK SOUTHERN CO	Common	655844108	11,024	107,000	SH	SOLE	107,000	0	0
NORTHEAST UTILITIES	Common	664397106	5,365	113,500	SH	SOLE	113,500	0	0
NORTHWEST NATURAL GAS CO	Common	667655104	11,189	237,300	SH	SOLE	237,300	0	0
NUCOR CORP	Common	670346105	25,955	527,000	SH	SOLE	527,000	0	0
OCCIDENTAL PETROLEUM CORP	Common	674599105	10,047	97,900	SH	SOLE	97,900	0	0
PPL CORP	Common	69351T106	9,927	279,400	SH	SOLE	279,400	0	0
PEPCO HOLDING INC	Common	713291102	7,681	279,501	SH	SOLE	279,501	0	0
PEPSICO INC	Common	713448108	16,483	184,500	SH	SOLE	184,500	0	0
PFIZER INC	Common	717081103	17,482	589,000	SH	SOLE	589,000	0	0
PHILIP MORRIS INTERNATIONAL INC	Common	718172109	7,588	90,000	SH	SOLE	90,000	0	0
PIEDMONT NATURAL GAS CO	Common	720186105	8,036	214,800	SH	SOLE	214,800	0	0
PORTLAND GENERAL ELECTRIC	Common	736508847	7,281	210,000	SH	SOLE	210,000	0	0
PROCTER & GAMBLE CO	Common	742718109	25,935	330,000	SH	SOLE	330,000	0	0
PUBLIC SERVICE ENTERPRISE GRP	Common	744573106	7,322	179,500	SH	SOLE	179,500	0	0

QUESTAR CORP	Common	748356102	8,544	344,500	SH	SOLE	344,500	0	0
RPM INTERNATIONAL	Common	749685103	8,774	190,000	SH	SOLE	190,000	0	0
RAYTHEON CO	Common	755111507	22,048	239,000	SH	SOLE	239,000	0	0
SCANA CORP	Common	80589M102	7,211	134,000	SH	SOLE	134,000	0	0
SONOCO PRODUCTS	Common	835495102	18,187	414,000	SH	SOLE	414,000	0	0
SOUTHERN COMPANY	Common	842587107	10,242	225,700	SH	SOLE	225,700	0	0
SYSCO CORP	Common	871829107	23,931	639,000	SH	SOLE	639,000	0	0
TECO ENERGY INC	Common	872375100	9,985	540,300	SH	SOLE	540,300	0	0
TARGET CORP	Common	87612E106	11,706	202,000	SH	SOLE	202,000	0	0
3M CO	Common	88579Y101	14,754	103,000	SH	SOLE	103,000	0	0
UIL HOLDINGS CORP	Common	902748102	10,332	266,900	SH	SOLE	266,900	0	0
UNS ENERGY CORP	Common	903119105	4,350	72,000	SH	SOLE	72,000	0	0
UNITED PARCEL SERVICES INC	Common	911312106	7,802	76,000	SH	SOLE	76,000	0	0
VECTREN CORP	Common	92240G101	6,122	144,044	SH	SOLE	144,044	0	0
VERIZON COMMUNICATIONS INC	Common	92343V104	31,291	639,500	SH	SOLE	639,500	0	0
WGL HOLDINGS INC	Common	92924F106	10,038	232,900	SH	SOLE	232,900	0	0
WALGREEN CO	Common	931422109	11,490	155,000	SH	SOLE	155,000	0	0
WASTE MANAGEMENT INC	Common	94106L109	10,207	228,200	SH	SOLE	228,200	0	0
WESTAR ENERGY INC	Common	95709T100	8,123	212,700	SH	SOLE	212,700	0	0
WISCONSIN ENERGY CORP	Common	976657106	5,513	117,500	SH	SOLE	117,500	0	0
XCEL ENERGY CORP	Common	98389B100	11,648	361,400	SH	SOLE	361,400	0	0
EATON CORP	Common	G29183103	9,416	122,000	SH	SOLE	122,000	0	0