Vorsheck Elizabeth A Form 4 April 19, 2012

Check this box

if no longer

Section 16.

subject to

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

3235-0287

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**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Vorsheck Elizabeth A Issuer Symbol ERIE INDEMNITY CO [ERIE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ 10% Owner \_X\_\_ Director \_ Other (specify Officer (give title 6252 COMMERCIAL WAY PMB 04/17/2012 below) 140 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **BROOKSVILLE, FL 34613** (City) (Zin) (State)

(City)	(State) (	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	PransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock						69,516	D		
Class A Common Stock						324,300	I	By Audrey C. Hirt 1989/1990 Income Trust For E. Vorsheck	
Class A Common Stock						500,000	I	By Elizabeth A. Vorsheck	

### Edgar Filing: Vorsheck Elizabeth A - Form 4

			2009 10-year GRAT		
Class A Common Stock	441,335	I	By Elizabeth A. Vorsheck 2009 7-year GRAT		
Class A Common Stock	3,074,566	I	By Elizabeth Vorsheck Trustee Elizabeth Vorsheck Revocable Trust U/A DTD 05/03/99		
Class A Common Stock	372,565	I	By Frank William Hirt 1989/1990 Trust For E. Vorsheck		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of information contained in this form are not required to respond unless the form					

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

displays a currently valid OMB control

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Directors' Deferred Compensation Phantom Units	\$ 0 <u>(1)</u>	04/17/2012		A	152.397		(2)	(3)	Class A Common Stock	152.:
	\$ 0 (4)						<u>(4)</u>	<u>(4)</u>		

 Common Stock
 Common (4)

 Class B Common \$0 (4)
 Class A Common (4)
 Common (4)

 Stock
 Stock

Class A

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Vorsheck Elizabeth A
6252 COMMERCIAL WAY PMB 140 X X

BROOKSVILLE, FL 34613

### **Signatures**

Class B

Linda A. Etter, Power of O4/19/2012

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Conversion price is not applicable to shares granted under the Erie Indemnity Company Deferred Compensation Plan for Outside Directors (the "Plan").
- The shares subject to this reporting are phantom Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to the Plan. These Share Credits are actually paid to the reporting individual in shares of Erie Indemnity Company Class A Common Stock when their service as a Director of Erie Indemnity Company ends. There is no exercisable date for these securities.
- (3) The shares subject to this reporting are phantom Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to the Plan. These Share Credits are actually paid to the reporting individual in shares of Erie Indemnity Company Class A Common Stock when their service as a Director of Erie Indemnity Company ends. There is no expiration date for these securities.
- Pursuant to the Articles of Incorporation of the Company, as amended, shares of Class B Common Stock (voting) of Erie Indemnity

  Company are convertible at any time to shares of Class A Common Stock (non-voting) at a conversion rate of 2,400 shares of Class A Stock for each share of Class B Stock. There are no exercise or expiration dates associated with this conversion feature and no specific exercise price when a Class B share is converted into Class A shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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