LILLY CLAUDE C III

Form 4 May 14, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *LILLY CLAUDE C III			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5	5. Relationship of Reporting Person(s) to Issuer			
			ERIE II	NDEM	ΝI	TY CO	[ERI	E]	(Check	(Check all applicable)		
	(First) (First		3. Date o (Month/I 05/10/2	Day/Year		ransaction			_X_ Director Officer (give to below)	10%	Owner r (specify	
	(Street)		4 If Ame	endment	D۶	ate Origina	al		6. Individual or Joi	nt/Group Filin	σ(Check	
CLEMSON	J, SC 29634-1301		Filed(Mo	· ·		Č			Applicable Line) _X_ Form filed by Or Form filed by Mo	ne Reporting Pe	rson	
CLLIVISOI	1, 50 2703 1 1301								Person			
(City)	(State)	(Zip)	Tab	le I - Noi	n-E	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8		4. Securit mr Dispos (Instr. 3,	sed of		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	05/10/2012			P		100	A	\$ 70.6077	1,314.659	I	By IRA For Self	
Class A Common									100	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: LILLY CLAUDE C III - Form 4

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

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Directors' Deferred Compensation Phantom Units	\$ 0 (1)					(2)	(3)	Class A Common Stock	8,739.0191

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
,	Director	10% Owner	Officer	Other		
LILLY CLAUDE C III CLEMSON UNIVERSITY 165 SIRRINE HALL, BOX 341301 CLEMSON, SC 29634-1301	X					

## **Signatures**

Linda A. Etter, Power of Attorney 05/14/2012

\*\*Signature of Reporting Person Da

## **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 Outside Directors' Deferred Compensation 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 its Outside Directors Stock Plan. These Credit Shares 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.
- 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 its Outside Directors Stock Plan. These Credit Shares 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.

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.

Reporting Owners 2