ERIE INDEMNITY CO

Form 4

February 04, 2013

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response...

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HARTZ CHARLES SCOTT

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol ERIE INDEMNITY CO [ERIE]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/01/2013

X_ Director 10% Owner Officer (give title Other (specify

THE HARTZ GROUP, TWO BALA PLAZA, SUITE 300

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

BALA CYNWYD, PA 19004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Class A

Common Stock

2,097.427

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.

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

Edgar Filing: ERIE INDEMNITY CO - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	actionDerivative Expirat		ate	Underlying Securities	
Security	or Exercise		any	Code	Securities	ies (Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
	·				5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Directors' Deferred Compensation	\$ 0 <u>(1)</u>	02/01/2013		J(2)	149.323	(3)	<u>(4)</u>	Class A Common Stock	149.3
Phantom Units									

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HARTZ CHARLES SCOTT THE HARTZ GROUP TWO BALA PLAZA, SUITE 300 BALA CYNWYD, PA 19004	X						

Signatures

Linda A. Etter, Power of Attorney 02/04/2013

**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 Outside Directors' Deferred Compensation Plan.
- (2) Acquired under 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