Edgar Filing: ERIE INDEMNITY CO - Form 4

ERIE INDEMN	NITY CO										
Form 4											
August 04, 2014											
FORM		RITIES AND EXCHANGE COMMISSION Ashington, D.C. 20549						PPROVAL 3235-0287			
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	STATEM Filed purs e. Section 17(a	uant to S) of the l	F CHAN	GES IN F SECURI 5(a) of the ility Hold	BENEFIC TIES Securitie	C IAI es Ex pany	chang Act o	TNERSHIP OF ge Act of 1934, f 1935 or Sectic 40	Expires: Estimated a burden hou response	irs per	
(Print or Type Resp	ponses)										
1. Name and Address of Reporting Person <u>*</u> LILLY CLAUDE C III			2. Issuer Name and Ticker or Trading Symbol ERIE INDEMNITY CO [ERIE]				-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle)		Earliest Tra	_		1	(Che	ck all applicable	e)	
512 S. BROAD)	(Month/Da 08/01/20	ay/Year)	insaction			X Director Officer (give below)	e title 10% Oth below)	6 Owner er (specify	
	(Street)			ndment, Dat h/Day/Year)	e Original			6. Individual or J Applicable Line) _X_ Form filed by Form filed by J	One Reporting Po	erson	
CLINTON, SC	29325							Person			
(City)	(State) (Zip)	Table	I - Non-De	erivative S	ecurit	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
Security (1 (Instr. 3)	. Transaction Date Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securit mAcquired Disposed (Instr. 3, 4	(A) or of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock								627.9778	Ι	By IRA For Self	

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 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)

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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. Number of orDerivative Securities Acquired (A) o Disposed of (D (Instr. 3, 4, and 5))		7. Title and Amount o 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>	08/01/2014		J <u>(2)</u>	178.648	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	178.6

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
LILLY CLAUDE C III 512 S. BROAD STREET CLINTON, SC 29325	Х			
Signatures				
Linda A. Etter, Power of Attorney	(08/04/2014		
**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 cervice as a Director of Erie Indemnity.

(3) If the indefinity company pursuant of its outside Director's stock i rail. These credit shares are actually part 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.

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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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