## Edgar Filing: ERIE INDEMNITY CO - Form 4

ERIE INDEM	INITY CO								
Form 4									
October 21, 2	2014								
FORM	4								PPROVAL
	UNITE	DSTATES		hington, 1			COMMISSION	OMB Number:	3235-0287
Check this if no long	or							Expires:	January 31, 2005
subject to	SIAIE	EMENT O	F CHAN			CIAL OW	NERSHIP OF	Estimated a	
Section 16 Form 4 or				SECURI	TIES			burden hou	•
Form 5		ursuant to	Section 16	b(a) of the	Securitie	es Exchang	ge Act of 1934,	response	0.5
obligation	$^{18}$ Section $1'$					-	f 1935 or Sectio	n	
may conti <i>See</i> Instru	nue.			•	•	Act of 19			
1(b).									
(Print or Type R	esponses)								
· • • • •									
1. Name and Ad Palmer Thon	ddress of Reportin nas W	ng Person <u>*</u>	2. Issuer Symbol	Name and '	Ticker or T	rading	5. Relationship of Issuer	f Reporting Per	son(s) to
			•	DEMNIT	Y CO [E	ERIE]			、 、
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	nsaction		(Cheo	ck all applicable	e)
			(Month/Da	ay/Year)			_X_ Director	10%	6 Owner
	L & MELHOR 8TH FLOOR	N, FOUR	10/20/20	)14			Officer (give below)	title Oth below)	er (specify
SERIOTTE,	(Street)		4 If Amor	dmant Dat	o Original		6 Individual or L	oint/Group Fili	ng(Chaolr
	(Succe)			ndment, Dat th/Day/Year)	e Originai		6. Individual or Jo Applicable Line)	Sint/Oroup Phil	ng(Check
TOLEDO, O	0H 43604		1 1100(11101	un Duy, reur)			_X_Form filed by M Form filed by M Person		
(City)	(Stata)	(Zip)							
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned
1.Title of	2. Transaction D			3.	4. Securit		5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Yea	ar) Execution	on Date, if	Code	nAcquired Disposed		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(		•	Day/Year)	(Instr. 8)	(Instr. 3, 4		Owned	Indirect (I)	Ownership
							Following Reported	(Instr. 4)	(Instr. 4)
						(A)	Transaction(s)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Class A						(_) 1100			
Common							770	D	
Stock									

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	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 <u>(1)</u>	10/20/2014		J <u>(2)</u>	64.722	(3)	<u>(4)</u>	Class A Common Stock	64.722

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
Palmer Thomas W MARSHALL & MELHORN FOUR SEAGATE, 8TH FLOOR TOLEDO, OH 43604	Х			
Signatures				
Linda A. Etter, Power of Attorney	10/2	21/2014		
**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 dividend reinvestment for Directors' Deferred Compensation Plan

(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 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.

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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.

(4)