Edgar Filing: ERIE INDEMNITY CO - Form 4

ERIE INDEM Form 4	INITY CO							
November 03	, 2014							
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL	
	UNITED S		RITIES A shington,			COMMISSION	OMB Number:	3235-0287
Check this if no longe	r						Expires:	January 31 2005
subject to Section 16 Form 4 or Form 5 obligations	ant to Section	S CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange Public Utility Holding Company Act of				Estimated burden hou response	average Irs per	
may contir <i>See</i> Instruc 1(b).	iue.	30(h) of the In	•		•		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
(Print or Type Re	esponses)							
1. Name and Ad Hagen Thom	Symbol	2. Issuer Name and Ticker or Trading Symbol ERIE INDEMNITY CO [ERIE]			5. Relationship of Reporting Person(s) to Issuer			
(Last)		3. Date of Earliest Transaction (Month/Day/Year) 11/03/2014			(Check all applicable)			
230 WEST 6	(Month/				X_ Director 10% Owner Officer (give title Other (specify below) below)			
			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 		
ERIE, PA 16	507-1319					Person	More than One R	eporting
(City)	(State) (Z	Cip) Tab	le I - Non-D	erivative Se	curities Ac	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date any (Month/Day/Y		Code	4. Securities nAcquired (A) or Disposed of (D) (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			Code V	Amount	(D) Price	5,100 <u>(1)</u>	D	
Class A Common Stock						10,086,059 <u>(1)</u>	I	Family L.P. <u>(2)</u>

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		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>(3)</u>	11/03/2014		J <u>(4)</u>	178.648	(5)	<u>(6)</u>	Class A Common Stock	178.6 (1)
Class B Common Stock	\$ 0 <u>(7)</u>					(7)	(7)	Class A Common Stock	9,600
Class B Common Stock	\$ 0 <u>(7)</u>					(7)	(7)	Class A Common Stock	367,2 (<u>8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting officer (unit) (rear off	Director	10% Owner	Officer	Other		
Hagen Thomas B 230 WEST 6TH STREET ERIE, PA 16507-1319	Х					
Signatures						
Linda A. Etter, Power of		11/03/2014				

Attorney

**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).

The reporting person's wife, Susan Hirt Hagen, an ERIE Director and a limited partner of the Hagen FLP, disclaims beneficial ownership of these shares, and the reporting person himself disclaims beneficial ownership of any Class A and Class B shares owned directly or

(1) of these shares, and the reporting person minsen disenting benched ownersing of any class *D* shares owned directly of indirectly by his wife, including any Class B shares of the H. O. Hirt Trusts of which she is a beneficiary/contingent beneficiary and one of three Trustees.

These shares are held by the Hagen FLP of which the reporting person is a Limited Partner and the General Partner with the sole powers of investment and voting. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary

- (2) of investment and voting. The reporting person discharms beneficial ownership of disc securities except to the extent of inspectantary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.
- (3) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.

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(4) 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

(5) Indemnity Company pursuant to its Outside Directors Stock Hail. These Crean Shares are actuary 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.

(6) 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.

Pursuant to the Articles of Incorporation of the Company, as amended, shares of Class B Common Stock (voting) of Erie Indemnity
 (7) 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.

(a) The reporting person's wife, Susan Hirt Hagen, an ERIE Director and a limited partner of the Hagen FLP, disclaims beneficial ownership of these shares, and the reporting person himself disclaims beneficial ownership of any Class A and Class B shares owned directly or indirectly by his wife, including any Class B shares of the H. O. Hirt Trusts of which she is a beneficiary/contingent

(8) beneficiary and one of three Trustees. (b) 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.