ERIE INDEMNITY CO

Form 4 April 22, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * HAGEN SUSAN HIRT

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ERIE INDEMNITY CO [ERIE]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 04/22/2015

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

230 WEST 6TH STREET

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Person

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

ERIE, PA 16507-1319

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

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

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

Reported (A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Class A Common

(Instr. 3)

 $6,658,800 \stackrel{(1)}{=}$ D

Stock

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

(Month/Day/Year)

Persons who respond to the collection of **SEC 1474** 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)

(9-02)

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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 or Derivative 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Directors' Deferred Compensation Phantom Units	\$ 0 (2)	04/22/2015		J <u>(3)</u>	94.907	<u>(4)</u>	<u>(5)</u>	Class A Common Stock	94.907
Class B Common Stock	\$ 0 <u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Class A Common Stock	28,800
Class B Common Stock	\$ 0 (7)					<u>(7)</u>	<u>(7)</u>	Class A Common Stock	2,808,0 (8)
Class B Common Stock	\$ 0 <u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Class A Common Stock	2,808,0 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other			
HAGEN SUSAN HIRT 230 WEST 6TH STREET ERIE, PA 16507-1319	X						

Signatures

Chandra M. Burns, Power of Attorney 04/22/2015

**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).
- (a) 6,658,500 of these shares are held in a Grantor and Beneficiary, Revocable Trust (b) The reporting person's husband, Thomas B.

 Hagen, an ERIE Director, disclaims beneficial ownership of these shares, and the reporting person herself disclaims beneficial ownership of any Class A and Class B shares owned directly or indirectly by her husband, including any Class A and Class B shares held by the Hagen FLP of which the reporting person is a limited partner.
- (2) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.

Reporting Owners 2

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- (3) Acquired under dividend reinvestment for 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.
- The reporting person's husband, Thomas B. Hagen, an ERIE Director, disclaims beneficial ownership of these shares, and the reporting person herself disclaims beneficial ownership of any Class A and Class B shares owned directly or indirectly by her husband, including any Class A and Class B shares held by the Hagen FLP of which the reporting person is a limited partner.
- 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.
 - (a) The reporting person's husband, Thomas B. Hagen, an ERIE Director, disclaims beneficial ownership of these shares, and the reporting person herself disclaims beneficial ownership of any Class A and Class B shares owned directly or indirectly by her husband, including any Class A and Class B shares held by the Hagen FLP of which the reporting person is a limited partner. (b) Pursuant to the
- (8) 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.