### Edgar Filing: ERIE INDEMNITY CO - Form 4

| ERIE INDEMNITY CO  |                      |   |   |  |  |  |
|--|----------------------|---|---|--|--|--|
| Form 4   |                      |   |   |  |  |  |
| April 19, 2016   |                      |   |   |  |  |  |
| FORM 4 UNITED  | STATES SECUE         | TITIES AND EXCHANGE   | COMMISSION  |  | PPROVAL  |  |
| Check this box   |                      | shington, D.C. 20549  |   | OMB<br>Number:   | 3235-0287  |  |
| if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>Section 17( | suant to Section 1   | F CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Section 16(a) of the Securities Exchange Act of 1934,<br>Public Utility Holding Company Act of 1935 or Sectio |   |  | Expires: January 31<br>2005<br>Estimated average<br>burden hours per<br>response 0.5 |  |
| <i>See</i> Instruction 1(b).   |                      | vestment Company Act of 19  |   | 1  |  |  |
| (Print or Type Responses)  |                      |   |   |  |  |  |
| 1. Name and Address of Reporting<br>Hagen Jonathan Hirt  | Symbol               | Name and Ticker or Trading  | 5. Relationship of Reporting Person(s) to<br>Issuer |  |  |  |
| (Last) (First) (I  | Middle) 3. Date of   | Earliest Transaction  | (Check  | Check all applicable)  |  |  |
| 19 UNIVERSITY MEWS   | (Month/D<br>04/19/20 | ay/Year)  | X Director<br>Officer (give<br>below)               | Officer (give title Other (specify                                   |  |  |
| (Street)   |                      | ndment, Date Original<br>th/Day/Year)   | Applicable Line)                                    | or Joint/Group Filing(Check<br>e)<br>by One Reporting Person         |  |  |
| PHILADELPHIA, PA 19104   | -4756                |   | Form filed by M<br>Person                           |  |  |  |
| (City) (State)   | (Zip) Table          | e I - Non-Derivative Securities Ac  | quired, Disposed of                                 | , or Beneficial  | ly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)2. Transaction Dat<br>(Month/Day/Year)                     |                      | 3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)   | SecuritiesIBeneficially0OwnedI                      | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                    |  |
| Class A  |                      | (A)<br>or<br>Code V Amount (D) Price  | Transaction(s)<br>(Instr. 3 and 4)                  |  |  |  |
| Common<br>Stock  |                      |   | 223,130   | D  |  |  |

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of<br>orDerivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Expiration Date     |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                          |
|---|---|---|---|--|---|---------------------|--------------------|---|--------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amoun<br>Numbe<br>Shares |
| Directors'<br>Deferred<br>Compensation<br>Phantom Units | \$ 0 <u>(1)</u>   | 04/19/2016                              |   | J <u>(2)</u>                           | 159.569   | <u>(3)</u>          | <u>(4)</u>         | Class A<br>Common<br>Stock  | 159.:                    |
| Class B<br>Common<br>Stock                              | \$ 0 <u>(5)</u>   |   |   |  |   | (5)                 | (5)                | Class A<br>Common<br>Stock  | 2,400                    |
| Class B<br>Common<br>Stock                              | \$ 0 <u>(5)</u>   |   |   |  |   | (5)                 | (5)                | Class A<br>Common<br>Stock  | 2,808<br>(5              |
| Class B<br>Common<br>Stock                              | \$ 0 <u>(5)</u>   |   |   |  |   | (5)                 | (5)                | Class A<br>Common<br>Stock  | 2,808<br>(5              |

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## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |            |         |       |  |
|--|---------------|------------|---------|-------|--|
|  | Director      | 10% Owner  | Officer | Other |  |
| Hagen Jonathan Hirt<br>19 UNIVERSITY MEWS<br>PHILADELPHIA, PA 19104-4756 | Х             |            |         |       |  |
| Signatures   |               |            |         |       |  |
| Chandra M. Burns, Power of Attorney                                      | 0             | 04/19/2016 |         |       |  |

# <u>\*\*</u>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

(3) Internity Company pursuant to its Outside Directors Stock Fian. These Creat 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.

(4)

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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 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

(5) Company are convertible at any time to shares of class A common stock (non-voting) at a conversion factor 2,400 shares of class A
 (5) 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.