ERIE INDEMNITY CO

Form 4 July 22, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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SECURITIES 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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hagen Thomas B Issuer Symbol ERIE INDEMNITY CO [ERIE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 230 WEST 6TH STREET 07/21/2016 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ERIE, PA 16507-1319 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Securities A	acquired, Dispose	ed of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) or l 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock			Code	Timount	(b) Thee	5,100	D	
Class A Common Stock						12,230	I	Estate of Susan H. Hagen (1)
Class A Common Stock						10,086,059	I	Family L.P.
Class A Common Stock						6,658,800	I	Non-Exempt Marital Trust

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

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SEC 1474 (9-02)

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. Transactic 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 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 (3)	07/21/2016		J <u>(4)</u>	67.413	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	67.413
Class B Common Stock	\$ 0 (6)					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	9,600
Class B Common Stock	\$ 0 (6)					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	367,20
Class B Common Stock	\$ 0 (6)					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	28,800

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	•	Other		
Hagen Thomas B 230 WEST 6TH STREET ERIE, PA 16507-1319	X					
Signatures						

Chandra M. Burns, Power of 07/22/2016 Attorney

Reporting Owners 2

Date

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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).
 - These shares were owned by Erie Indemnity Company director and reporting person, Susan Hirt Hagen who died 6/15/15. By operation of law, her 6,658,800 Class A shares and 12 Class B shares held in a revocable trust passed to an irrevocable trust of which this reporting
- (1) person became co-trustee, sharing voting and investment powers. The 12,230 Class A shares from Mrs. Hagen's Directors' Deferred Compensation Plan account were subsequently transferred by the Company to her estate for which this reporting person is co-executor, sharing voting and investment powers.
- 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 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.
- (4) Acquired under dividend reinvestment for Directors' Deferred Compensation Plan
- (5) 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 are no exercisable or expiration dates 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 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.