## Edgar Filing: ERIE INDEMNITY CO - Form 4

ERIE INDEM	INITY CO									
Form 4										
July 22, 2016								<u></u>		
FORM		П СТАТЕС	SECUD	ITIES AT		HANCE	COMMISSION	r	PPROVAL	
	UNITE	DSIAILS		hington,				OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or	F CHANGES IN BENEFICIAL OW SECURITIES				NERSHIP OF	Expires: Estimated a burden hou response	irs per			
Form 5 obligation may conti <i>See</i> Instru 1(b).	<sup>s</sup> Section 1	7(a) of the	Public Ut	ility Hold	ing Com		ge Act of 1934, ff 1935 or Sectio 40	n		
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> Palmer Thomas W			2. Issuer Name <b>and</b> Ticker or Trading Symbol ERIE INDEMNITY CO [ERIE]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check				
TOLEDO, OH 43604						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
							Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock							770	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 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 or Number of Shares
Directors' Deferred Compensation Phantom Units	\$ 0 <u>(1)</u>	07/21/2016		J <u>(2)</u>	75.044	(3)	<u>(4)</u>	Class A Common Stock	75.044

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

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