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

ERIE INDEMNI	ТҮ СО									
Form 4										
August 02, 2016										
FORM 4	UNITED S	TATES S					COMMISSION		9PROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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						Expires: Estimated a burden hou response	irs per		
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> Hagen Jonathan Hirt			2. Issuer Name <b>and</b> Ticker or Trading Symbol ERIE INDEMNITY CO [ERIE]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mi			Earliest Tra			(Cheo	ck all applicable	e)	
19 UNIVERSITY MEWS			(Month/Day/Year) 08/01/2016				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) PHILADELPHIA, PA 19104-4756			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
							Person			
(City) (	(State) (Z	Zip)	Table	I - Non-De	erivative S	ecurities A	cquired, Disposed o	f, or Beneficial	lly Owned	
Security (Mo (Instr. 3)	Transaction Date onth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or 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							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 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)	Expiration Date		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>(1)</u>	08/01/2016		J <u>(2)</u>	160.222	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	160.1
Class B Common Stock	\$ 0 <u>(5)</u>					(5)	(5)	Class A Common Stock	2,400
Class B Common Stock	\$ 0 <u>(5)</u>					(5)	(5)	Class A Common Stock	2,808 (5)
Class B Common Stock	\$ 0 <u>(5)</u>					(5)	(5)	Class A Common Stock	2,808 (5

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
Hagen Jonathan Hirt 19 UNIVERSITY MEWS PHILADELPHIA, PA 19104-4756	Х					
Signatures						
Chandra M. Burns, Power of	(	)8/02/2016				

Attorney

\*\*Signature of Reporting Person

08/02/2016

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.