ERIE INDEMNITY CO

Form 4

August 02, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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).

(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 Palmer Thomas W Issuer Symbol ERIE INDEMNITY CO [ERIE] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify MARSHALL & MELHORN, FOUR 08/01/2016 below) SEAGATE, 8TH FLOOR 4. If Amendment, Date Original (Street) 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 **TOLEDO, OH 43604** (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common 770 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or	•			
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
	·				5)				
				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(2)	160.222	(3)	<u>(4)</u>	Class A Common Stock	160.2
	Derivative Security (Instr. 3) Directors' Deferred	Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security Directors' Deferred Compensation \$0 (1)	Derivative Conversion (Month/Day/Year) Security or Exercise Price of Derivative Security Directors' Deferred Compensation \$ 0 \(\frac{(1)}{2} \) 08/01/2016	Derivative Conversion or Exercise Price of Derivative Security Observative Security Directors' Deferred Compensation Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) Aprice of Security Observative Security	Derivative Conversion (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) Price of Derivative Security Code V Directors' Deferred Compensation Conversion (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	Derivative Security Or Exercise Security Or Exercise Clinstr. 3) Or Exercise Clinstr. 3) Price of Derivative Security Security Or Exercise Clinstr. 3) Price of Derivative Security Code Securities (Month/Day/Year) (Instr. 8) Code V (Instr. 3, 4, and 5) Code V (A) (D) Compensation Solution Code V (A) (D) Compensation Disposed of (D) (Instr. 3, 4, and 5)	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Or Exercise (Instr. 3) Price of Derivative Security Or Exercise (Instr. 3) Price of Derivative Security Or Exercise (Instr. 8) Or Exercise (Ins	Derivative Security or Exercise Instr. 3) Price of Derivative Security Code Securities (Month/Day/Year) Price of Derivative Security Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Code V (A) (D) Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Disposed of (D) (Instr. 3, 4, and 5) Date Date Directors' Deferred Compensation Solution Solution Date Expiration Exercisable Date Date (Month/Day/Year) Date Expiration Exercisable Date	Derivative Conversion or Exercise or Exercise (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3) Price of Derivative Security Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Title Code V (A) (D) Date Expiration Date (Month/Day/Year) Title Code V (A) (D) Date Expiration Date (Instr. 3 and Security) Code V (A) (D) Date Expiration Date (Instr. 3 and Security) Code V (A) (D) Date Expiration Date (Instr. 3 and Security) Code V (A) (D) Date Expiration Date (Instr. 3 and Security) Code V (A) (D) Date Expiration Date (Instr. 3 and Security) Code V (A) (D) Date Expiration Date (Instr. 3 and Security) Code V (A) (D) Date Expiration Date (Instr. 3 and Security) Code V (A) (D) Date Expiration Date (Instr. 3 and Security) Code V (A) (D) Date Expiration Date (Instr. 3 and Security) Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Palmer Thomas W MARSHALL & MELHORN FOUR SEAGATE, 8TH FLOOR TOLEDO, OH 43604	X					

Signatures

Chandra M. Burns, Power of Attorney 08/02/2016

**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 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.

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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