## Edgar Filing: ERIE INDEMNITY CO - Form 4

ERIE INDEN	MNITY CO								
Form 4									
August 02, 2	016								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION						т	OMB APPROVAL		
	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549					OMB Number:	3235-0287		
Check thi	is box	vv a	Sinigton, D.C. 20	549			January 31,		
if no longer which to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP					NERSHIP OF	Expires:	Expires. 2005		
subject to Section 16. SECURITIES							Estimated average burden hours per		
	Form 4 or						response 0.5		
Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								
obligatior may conti			tility Holding Cor			n			
See Instru		30(h) of the In	vestment Compar	ny Act of 19	40				
1(b).									
(Print or Type R	Responses)								
(1 mill of 1)per	(espenses)								
1. Name and A	ddress of Reporting P	Person <u>*</u> 2. Issue	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)			
Sheffield Ma	artin								
		ERIE II							
(Last)	(First) (M	liddle) 3. Date of	3. Date of Earliest Transaction				an applicable)		
		(Month/E	Day/Year)		_X_ Director		% Owner		
2461 SOUT	HMOORE DRIV	E 08/01/2	08/01/2016			Officer (give title Other (specify below) below)			
	(Street)	4 If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
	× ,		nth/Day/Year)	Applicable Line)					
			•		_X_ Form filed by				
BATH, PA	18014				Person	More than One R	eporting		
(City)	(State) (	Zip) Tabl	e I - Non-Derivative	Securities Ac	auirad Disposed o	f or Bonoficia	lly Owned		
1 T:41f	2 Transsetion Date						-		
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. 4. Securities TransactionAcquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)	()	any		d of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4 and 5)			Indirect (I)	Ownership		
					Following Reported	(Instr. 4)	(Instr. 4)		
				(A)	Transaction(s)				
			Code V Amount	or t (D) Price	(Instr. 3 and 4)				
							Martin		
Class A							Sheffield		
Common					800	Ι	SEP FBO		
Stock							Martin		
							Sheffield		

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				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	(3)	<u>(4)</u>	Class A Common Stock	160.2

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Sheffield Martin 2461 SOUTHMOORE DRIVE BATH, PA 18014	Х				
Signatures					
Chandra M. Burns, Power of Attorney	08/02/2016				
**Signature of Reporting Person		Date			
Explanation of Responses:					

## nesponses.

- \* 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.
- Acquired under Directors' Deferred Compensation Plan (2)

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 (3) 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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