

CONNELL EUGENE C
Form 4
April 24, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNELL EUGENE C

2. Issuer Name and Ticker or Trading Symbol
ERIE INDEMNITY CO [ERIE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

785 HUNTINGTON DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ERIE, PA 16505

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Common Stock					2,462.602	I	By Children ⁽¹⁾
Class A Common Stock					17,327.247	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.

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Share Credits	\$ 0 ⁽²⁾	04/23/2018		J ⁽³⁾	3.504	⁽⁴⁾ ⁽⁵⁾	Class A Common Stock 3.50
Directors' Deferred Compensation Share Credits	\$ 0 ⁽²⁾	04/24/2018		J ⁽⁶⁾	120.599	⁽⁴⁾ ⁽⁵⁾	Class A Common Stock 120.5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNELL EUGENE C 785 HUNTINGTON DRIVE ERIE, PA 16505		X		

Signatures

Rebecca A. Buona, Power of Attorney
Date: 04/24/2018

**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) Shares held by Reporting Person's children living in his household. The Reporting Person disclaims beneficial ownership of these reported securities, therefore this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
 - (2) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.
 - (3) Acquired under dividend reinvestment for Directors' Deferred Compensation Plan.
 - (4) The shares subject to this reporting are Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to its Outside Directors' Stock Plan. These Share Credits represent the right to receive an equivalent number of shares of Erie Indemnity Company Class A common stock when the reporting individual's service as a Director of the Company ends. There is no exercisable date for these securities.
 - (5) The shares subject to this reporting are Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to its Outside Directors' Stock Plan. These Share Credits represent the right to receive an equivalent

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number of shares of Erie Indemnity Company Class A common stock when the reporting individual's service as a Director of the Company ends. There is no expiration date for these securities.

(6) Acquired under Directors' Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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