Edgar Filing: ERIE INDEMNITY CO - Form 4

ERIE INDEM	INITY CO								
Form 4									
February 01,	2008								
FORM	т	OMB APPROVAL							
	- UNITED S	TATES SECUR	hington, 1				OMB Number:	3235-0287	
Check this	s box	vv as	inington,	D.C. 205	49			January 31,	
if no longe subject to Section 16	51A1EM 5.	ENT OF CHAN	GES IN H SECURI		CIAL OW	NERSHIP OF	Expires: Estimated a burden hou	2005 average ırs per	
Form 4 or Form 5 obligation may contin <i>See</i> Instruc	Filed purst s Section 17(a)	uant to Section 16) of the Public Ut 30(h) of the Inv	ility Hold	ing Com	pany Act o	f 1935 or Sectio	response	0.5	
1(b).	etton			1 0					
(Print or Type R	esponses)								
1. Name and Ac BAILY JOH	Symbol	•				5. Relationship of Reporting Person(s) to Issuer			
		ERIE IN	IDEMNIT	TY CO [E	ERIE]	(Che	ck all applicable	e)	
(Last)	(First) (Mi		3. Date of Earliest Transaction						
14 SALISBU		(Month/Day/Year) 02/01/2008 4. If Amendment, Date Original				X_ Director 10% Owner Officer (give title Other (specify below) below) 6. Individual or Joint/Group Filing(Check			
	4. If Amer								
		Filed(Mont	th/Day/Year)			Applicable Line)			
FARMINGT	ON, CT 06032					_X_ Form filed by Form filed by I Person	One Reporting Po More than One Ro		
(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		Securities Beneficially Owned Following		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~			Code V	Amount	(A)or(D) Price	Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock						2,226.296	D		
Reminder: Reno	rt on a senarate line f	or each class of secur	ities benefi	cially owne	d directly or	indirectly			

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)

**Signature of Reporting Person

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.

02/01/2008

Date

(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

(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.

(4)

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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 TransactionDerivative Code Securities (Instr. 8) Acquired (A Disposed of (Instr. 3, 4, a		D)		7. If the and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	5) (A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Directors' Deferred Compensation Phantom Units	<u>(1)</u>	02/01/2008		J <u>(2)</u>	188.608	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	188.6

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7 17.4 1 4

2

Relationships

Director 10% Owner Officer Other

(D () A D

BAILY JOHN THOMAS

Reporting Owners

Reporting Owner Name / Address

1 77.4

14 SALISBURY WAY X FARMINGTON, CT 06032 Signatures

By: Linda A. Etter, Power of Attorney