BRINLING JEFFREY W

Form 4

October 02, 2012

FORM 4

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

OMB

Check this box

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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)

| | Address of Repo | _ | 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) | 3. Date of Earliest Transaction | (eneck an applicable) | | | |
| 100 ERIE INSURANCE PLACE | | | (Month/Day/Year) 10/01/2012 | Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President | | | |
| (Street) ERIE, PA 16530 | | | 4. If Amendment, Date Original | 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 Person | | | |
| (City) | (State) | (Zip) | Table I Non Derivative Securities Ac | required Disposed of an Popoficially Owner | | | |

| (City) | (State) | Tabl | e I - Non-E | Perivative S | Securi | ities Acqu | iired, Disposed of | , or Beneficiall | y Owned |
|-----------------|---------------------|--------------------|-----------------------------------|--------------|--------|--------------|--------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securiti | ies Ac | quired | 5. Amount of | 6. | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of (D) | | | of (D) | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code (Instr. 3, 4 and 5) | | | Beneficially | Form: Direct | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | str. 8) | | | Owned | (D) or | Ownership |
| | | | | | | | Following | Indirect (I) | (Instr. 4) |
| | | | | | (4) | | Reported | (Instr. 4) | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Class A | | | | | | ф | | | |
| Common Stock | 10/01/2012 | | <u>J(1)</u> | 10.623 | A | \$ 64.27 | 8,092.914 | D | |

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 | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|---|---------------------------------|--|-------------------------------------|--------------------|------------------------------------|------------------------------|-------------------------|--|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transacti Code (Instr. 8) | orNumber of Derivative Securities Acquired (A) or Disposed of (D) | Expiration Date (Month/Day/Year) | | Amou Under Securi (Instr. | lying | Security S (Instr. 5) I | Deriv Secur Bene Owne Follo Repo Trans (Instr |
| | | | | | (Instr. 3, 4, and 5) | | | | | | (IIISti |
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRINLING JEFFREY W 100 ERIE INSURANCE PLACE

Senior Vice President

ERIE, PA 16530

Signatures

Linda A. Etter, Power of Attorney 10/02/2012

**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) Participant directed transaction under 401(k) Plan

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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