Edgar Filing: ERIE INDEMNITY CO - Form 4

ERIE INDE	MNITY CO											
Form 4												
July 23, 201	3											
FORM	4		~		~ .					OMB AF	PROVAL	
	UNITED	STATES				ND EXC D.C. 205		NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c	F CHANGES IN BENEFICIAL OWNI SECURITIES						ERSHIP OF	Expires: Estimated a burden hour response				
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the H	Public U	tility H	Iold		pany	Act of	e Act of 1934, 1935 or Sectior 0	1		
(Print or Type]	Responses)											
1. Name and A LILLY CLA	2. Issuer Name and Ticker or Trading Symbol ERIE INDEMNITY CO [ERIE]					-	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) ((Middle)				-		L	(Check	c all applicable)	
			3. Date of Earliest Transaction (Month/Day/Year) 07/22/2013						XDirector10% Owner Officer (give titleOther (specify below)Dther (specify			
	(Street)		4. If Ame Filed(Mor			te Original			6. Individual or Joi Applicable Line) _X_ Form filed by O	-	-	
CLINTON,	SC 29325								Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - No	on-D	erivative S	ecuri	ties Acqu	iired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Fransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year			Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock	07/22/2013			J <u>(1)</u>	V	9.942	A	\$ 83.24	1,406.6883	Ι	By IRA For Self	
Class A Common Stock	07/22/2013			J <u>(1)</u>	V	0.7173	А	\$ 83.24	101.4926	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.

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 or Number of Shares
Directors' Deferred Compensation Phantom Units	\$ 0 <u>(2)</u>	07/22/2013		J <u>(3)</u>	75.664	(4)	(5)	Class A Common Stock	75.664

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
LILLY CLAUDE C III 512 S. BROAD STREET CLINTON, SC 29325	Х			
Signatures				
Linda A. Etter, Power of Attorney	(07/23/2013		
**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) Additional shares acquired pursuant to dividend reinvestment in filer's brokerage account.
- (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

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.

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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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