### Edgar Filing: ERIE INDEMNITY CO - Form 4

ERIE INDEMN	ITY CO								
Form 4									
January 23, 2014	4								
FORM 4	LINUTED S	TATES SECT	DITIES A		HANCE	COMMERION	т	OMB APPROVAL	
Check this bo	UNITEDS	NITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287	
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue See Instructio	<b>STATEMI</b> Filed pursu Section 17(a)	ant to Section	<b>OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> to Section 16(a) of the Securities Exchange Act of 1934, he Public Utility Holding Company Act of 1935 or Section (h) of the Investment Company Act of 1940				Expires: January 31 2005 Estimated average burden hours per response 0.5		
1(b).	11			- I · J					
(Print or Type Resp		*				5 Deletionship	f Donortin o Dor	con(c) to	
1. Name and Address of Reporting Person <u>*</u> Hagen Jonathan Hirt		Symbol	2. Issuer Name and Ticker or Trading Symbol ERIE INDEMNITY CO [ERIE]			5. Relationship of Reporting Person(s) to Issuer			
	ERIE	INDEMINI		ERIEJ	(Check all applicable)				
(Last)	(First) (Mi		3. Date of Earliest Transaction		N Di 100 0				
19 UNIVERSITY MEWS		(Month 01/23/	/Day/Year) 2014			X_ Director 10% Owner Officer (give title Other (specify below) below)			
PHILADELPH	(Street)	Filed(Mont				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
FHILADELFH	IA, FA 19104-4	+730				Person			
(City)	(State) (Z	<sup>Zip)</sup> Ta	ble I - Non-D	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned	
	Transaction Date Ionth/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	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)	
Class A Common Stock			Code V	Amount	(D) Price	(Instr. 3 and 4) 223,130	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.

 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. Transactic Code (Instr. 8)	5. Number on f 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 or Number of Shares
Directors' Deferred Compensation Phantom Units	\$ 0 <u>(1)</u>	01/23/2014		J <u>(2)</u>	72.77	(3)	<u>(4)</u>	Class A Common Stock	72.77
Class B Common Stock	\$ 0 <u>(5)</u>					(5)	<u>(5)</u>	Class A Common Stock	2,400 (5)

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# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Hagen Jonathan Hirt 19 UNIVERSITY MEWS PHILADELPHIA, PA 19104-4756	Х					
Signatures						

Linda A. Etter, Power of	01/23/201		
Attorney	01/23/2014		
**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).

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- (1) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.
- (2) 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

(3) Indemnity Company pursuant to its Outside Directors Stock Fran. These Crean 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.

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

(4) Indemnity Company pursuant to its Outside Directors stock Plan. These Crean shares are actuary 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.

(5)

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Pursuant to the Articles of Incorporation of the Company, as amended, shares of Class B Common Stock (voting) of Erie Indemnity Company are convertible at any time to shares of Class A Common Stock (non-voting) at a conversion rate of 2,400 shares of Class A Stock for each share of Class B Stock. There are no exercise or expiration dates associated with this conversion feature and no specific exercise price when a Class B share is converted into Class A shares.

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.