

ERIE INDEMNITY CO
Form 4
February 05, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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 *
LUDROF JEFFREY A

(Last) (First) (Middle)
100 ERIE INSURANCE PLACE
(Street)

ERIE, PA 16530

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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	02/01/2007		J ⁽¹⁾		51.559	A	\$ 0	24,720.8229	D	
Class A Common Stock								250	I	By Self as CUST for Son (Jared)
Class A Common Stock								250	I	By Self as CUST for Son (Jeffrey)

Class A Common Stock	250	I	By Self as CUST for Son (Joseph)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDROF JEFFREY A 100 ERIE INSURANCE PLACE ERIE, PA 16530	X		President & CEO	

Signatures

By: Linda A. Etter, Power of Attorney
Date: 02/05/2007

__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.

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VALUEACT CAPITAL INTERNATIONAL, LTD., BY VA PARTNERS, L.L.C., ITS INVESTMENT MANAGER
By: /s/ George F. Hamel, Jr. Managing Member 11/17/2005**_Signature of Reporting Person Date

VA PARTNERS, L.L.C. By: /s/ George F. Hamel, Jr. Managing Member 11/17/2005**_Signature of Reporting Person Date

By: /s/ Jeffrey W. Ubben 11/17/2005**_Signature of Reporting Person Date

By: /s/ George F. Hamel, Jr. 11/17/2005**_Signature of Reporting Person Date

By: /s/ Peter H. Kamin 11/17/2005**_Signature of Reporting Person Date

Explanation of Responses:

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(1) As General Partner and Investment Manager of ValueAct Capital Partners, L.P., ValueAct Capital Partners II, L.P., ValueAct Capital International, Ltd., ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P.

These securities are also beneficially owned by Jeffrey W. Ubben, George F. Hamel, Jr., and Peter H. Kamin as Managing Members, Principal Owners and Controlling Persons of VA Partners, LLC. Jeffrey W. Ubben is a director of Per Se Technologies, Inc. and
(2) Managing Member of VA Partners, LLC, the General Partner of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P. The reporting persons disclaim beneficial ownership except to the extent of their pecuniary interest therein.

Remarks:

Name: ValueAct Capital Master Fund, L.P.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer: Per Se Technologies, Inc. (PSTI)

Date of Event Requiring Statement: November 15, 2005

Name: ValueAct Capital Partners Co-Investors, L.P.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer: Per Se Technologies, Inc. (PSTI)

Date of Event Requiring Statement: November 15, 2005

Name: ValueAct Capital Partners, L.P.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer: Per Se Technologies, Inc. (PSTI)

Date of Event Requiring Statement: November 15, 2005

Name: ValueAct Capital Partners II, L.P.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer: Per Se Technologies, Inc. (PSTI)

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Date of Event Requiring Statement: November 15, 2005

Name: ValueAct Capital International, Ltd.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer: Per Se Technologies, Inc. (PSTI)

Date of Event Requiring Statement: November 15, 2005

Name: Jeffrey W. Ubben

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer: Per Se Technologies, Inc. (PSTI)

Date of Event Requiring Statement: November 15, 2005

Name: George F. Hamel, Jr.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer: Per Se Technologies, Inc. (PSTI)

Date of Event Requiring Statement: November 15, 2005

Name: Peter H. Kamin

Address: Two International Place, 25th Floor, Boston, MA 02110

Designated Filer: VA Partners, L.L.C.

Issuer: Per Se Technologies, Inc. (PSTI)

Date of Event Requiring Statement: November 15, 2005

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