## Edgar Filing: ERIE INDEMNITY CO - Form 4

ERIE INDEMNITY CO Form 4						
FORM 4 UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION				OMB APPROVAL OMB 3235-0287 Number:	
Check this box if no longer subject to SECURITIES					January 31, 2005 average Irs per	
(Print or Type Responses)						
1. Name and Address of Report LILLY CLAUDE C III	Symbol	er Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First)	(Middle) 3. Date	3. Date of Earliest Transaction (Check			e)	
		/Day/Year) 2014	X_ Director10% Owner Officer (give titleOther (specify below) below)			
(Street)		nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CLINTON, SC 29325			Form filed by M Person			
(City) (State)	(Zip) Ta	ble I - Non-Derivative Securities A	cquired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction (Month/Day/Y)	Date 2A. Deemed Year) Execution Date, any (Month/Day/Yea	Code Disposed of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock				I	By IRA For Self	

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)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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	Amoun Numbe Shares
Directors' Deferred Compensation Phantom Units	\$ 0 <u>(1)</u>	11/03/2014		J <u>(2)</u>	178.648	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	178.6

## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY CLAUDE C III 512 S. BROAD STREET CLINTON, SC 29325	Х			
Signatures				
Linda A. Etter, Power of Attorney	11/03/2014			
<u>**</u> 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) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.
- (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 individual in shares of Erie Indemnity Company Class A Common Stock when their cervice as a Director of Erie Indemnity.

(3) If the indefinity company parsual to its outside Directors stock than. These creat shares are actually pair 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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