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ERIE INDEN	MNITY CO									
Form 4	2 2016									
November 02, 2016 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3735-028		
Check this box if no longer subject to Section 16. SECURITIES SECURITIES Section 16. SECURITIES								ours per		
(Print or Type R	Responses)									
1. Name and Address of Reporting Person <u>*</u> Stover Richard L			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) 1203 DEERING BAY COURT			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2016			_X_ Director	X_ Director 10% Owner Officer (give title Other (specify			
(Street) GIBSONIA, PA 15044-8043			4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed b	X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securities	Acquired, Disposed	of. or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		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		
Class A Common Stock				Code V	Amount	(D) Pri		I	Stover & Associates SEP FBO Richard L. Stover	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)				7. Title and Amount o 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>	11/01/2016		J <u>(2)</u>	160.222	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	160.2

Reporting Owners

Reporting Owner Name / Address		Relationsh				
r o	Director	10% Owner	Officer	Other		
Stover Richard L 1203 DEERING BAY COURT GIBSONIA, PA 15044-8043	Х					
Signatures						
Chandra M. Burns, Power of Attorney		11/02/201	6			
**Signature of Reporting Person		Date				
Explanation of Doononooou						

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

(3) 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.

(4)