Sheffield Martin Form 4 August 02, 2017

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

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 sponse... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sheffield Martin	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer			
(Loot) (First) (Middle)	ERIE INDEMNITY CO [ERIE]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner			
2461 SOUTHMOORE DRIVE	08/01/2017	Officer (give title below) Other (special below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
BATH, PA 18014	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Own			

·		Table	: I - MOII-DO	erivative securities Ac	quii cu, Disposcu	oi, oi denencia	ny Owneu
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wolld/Day/Tear)	any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) or Amount (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common Stock					800	I	Martin Sheffield SEP FBO Martin

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.

SEC 1474

(9-02)

Sheffield

Edgar Filing: Sheffield Martin - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount o	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	TransactionDerivative Expiration		Date	Underlying S	nderlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) o	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and					
	,				5)					
				Code V	(A) (D	Date Exercisable	-	Title	Amoun Numbe Shares	
Directors' Deferred Compensation Phantom Units	\$ 0 <u>(1)</u>	08/01/2017		J(2)	120.598	(3)	<u>(4)</u>	Class A Common Stock	120.5	
	Derivative Security (Instr. 3) Directors' Deferred	Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security Directors' Deferred Compensation \$0 (1)	Derivative Conversion (Month/Day/Year) Security or Exercise (Instr. 3) Price of Derivative Security Directors' Deferred Compensation \$0 \(\frac{(1)}{2}\) 08/01/2017	Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security Directors' Deferred Compensation Conversion (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) A price of Conversion or Exercise (Month/Day/Year)	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Code (Instr. 3) Price of Derivative Security Code V Directors' Deferred Compensation Conversion (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V Directors' Deferred Compensation	Derivative Security or Exercise any Code Securities (Instr. 3) Price of Derivative Security Security $\frac{1}{2}$ $\frac{1}{20.598}$	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Observative Securities Observative	Derivative Security or Exercise (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 4) Price of Derivative Security (Instr. 5) Price of Derivative Security (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Instr. 6) Date Expiration Date (Month/Day/Year) (Instr. 7) Date Expiration Date (Instr. 8) Date (Instr. 8) Date (Instr. 8) Date (Instr. 3, 4, and 5) (Instr. 3, 4, and 5)	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative or Exercise any Code Securities (Month/Day/Year) (Instr. 3) Price of Derivative Security Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and S) Security Securities (Month/Day/Year) (Instr. 3) Date Expiration Title Securities (Month/Day/Year) Securities (Month/Day/Year) (Instr. 3 and S) Security Securities Securities (Month/Day/Year) (Instr. 3) Security Securities Securities (Month/Day/Year) (Instr. 3) Securities Securities Securities (Month/Day/Year) (Instr. 3) Securities S	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Sheffield Martin 2461 SOUTHMOORE DRIVE BATH, PA 18014	X					

Signatures

Chandra M. Burns, Power of Attorney 08/02/2017

**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 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 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.

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.

Reporting Owners 2