Sheffield Martin Form 4/A November 03, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

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) to Issuer				
			ERIE IN	IDEMN]	ITY CO [ERIE]	(Ch	eck all applicabl	e)		
(Last)	(First)	(Middle)	3. Date of	Earliest T	ransaction					
			(Month/D	ay/Year)		_X_ Director	109	% Owner		
2461 SOUTHMOORE DRIVE			11/01/2017			Officer (give title Other (specify				
						below)	below)			
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group Filing Filed(Month/Day/Year) Applicable Line)			ng(Check				
						Applicable Line)				
			11/02/2017			_X_ Form filed by One Reporting Person				
BATH, PA	18014					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-l	Derivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction D	ate 2A. Dec	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o		
Security	(Month/Day/Ye	ar) Executi	on Date, if	Transact	ionAcquired (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		anv		Code	Disposed of (D)	Beneficially	(D) or	Beneficial		

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr 4)	(Instr 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Martin

Class A Sheffield **SEP FBO** Common 800 I Stock Martin Sheffield

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)

tle of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exer	cisable and	7. Title and A	Amount o	
vative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration D	Expiration Date		Underlying Securities	
rity	or Exercise		any	Code	Code Securities (Month/Day/Year)		/Year)	(Instr. 3 and 4)		
r. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) o	r				
	Derivative				Disposed of (D)					
	Security				(Instr. 3, 4, and					
	,				5)					
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares	
ectors' erred npensation ntom Units	\$ 0 <u>(1)</u>	11/01/2017		J <u>(2)</u>	120.598	(3)	<u>(4)</u>	Class A Common Stock	120.5	
	vative rity r. 3)	vative Conversion or Exercise Price of Derivative Security ectors' erred prensation \$0 (1)	vative Conversion (Month/Day/Year) rity or Exercise Price of Derivative Security ectors' erred inpensation \$ 0 \(\frac{(1)}{2} \) 11/01/2017	vative Conversion or Exercise any (Month/Day/Year) Execution Date, if any (Month/Day/Year) Price of Derivative Security (Month/Day/Year) ectors' erred appensation \$0 (1) 11/01/2017	vative Conversion (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Price of Derivative Security Code Vectors' erred Impensation (Month/Day/2017) (Month/Day/Year) (J2)	vative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative code Securities r. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Security Code V (A) (Detectors' terred Impensation Solution (Month/Day/Year) (Instr. 3, 4, and 5) Code V (A) (Detectors' terred Inpensation (Month/Day/Year) (Instr. 3)	vative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative or Exercise any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable exercise Code V (A) (D) Date Exercisable Security Date Exercisable Code V (A) (D) Date Exercisable Code V (A) (D)	vative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) r. 3) Price of Derivative Security (Month/Day/Year) (Month/Day/Year) Code V (A) (D) Date Expiration Date (Month/Day/Year) Code V (A) (D) Date Expiration Date (Month/Day/Year) Code V (A) (D) Date Expiration Date (Month/Day/Year) TransactionDerivative Securities (Month/Day/Year) Code V (A) (D) Date Expiration Date (Month/Day/Year) TransactionDerivative Securities (Month/Day/Year) Code V (A) (D) Date Expiration Date (Month/Day/Year) TransactionDerivative Securities (Month/Day/Year) Today (Month/Day/Year) Today (Month/Day/Year) TransactionDerivative Securities (Month/Day/Year) Today (Month/Da	vative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3 and Price of Derivative Security Code V (A) (D) Code V (A) (D) Code Securities (Month/Day/Year) (Instr. 3 and Securities Code V (A) (D) Code V (A) (D)	

Reporting Owners

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

Signatures

Rebecca A. Buona, Power of Attorney

11/03/2017

**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.
- (5) Amendment of original Form 4 filed on 11/2/2017 to correct price of derivative security. No other changes have been made.

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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