

ERIE INDEMNITY CO  
Form SC 13G/A  
February 12, 2010

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

## **SCHEDULE 13G**

### **(RULE 13D-102)**

**INFORMATION STATEMENT PURSUANT TO RULE 13D-1**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(AMENDMENT NO. 1)**

## **Erie Indemnity Company**

**(Name of Issuer)**

**Class A Common Stock**

**(Title of Class of Securities)**

**29530P102**

**(CUSIP Number)**

**December 31, 2009**

**(Date of Event Which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

The PNC Financial Services Group, Inc. 25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "      b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Pennsylvania

5) Sole Voting Power

Number of

Shares      6,476,693  
6) Shared Voting Power

Beneficially

Owned By

Each      -0-  
7) Sole Dispositive Power

Reporting

Person      6,439,169  
8) Shared Dispositive Power

With

7,815

9) Aggregate Amount Beneficially Owned by Each Reporting Person

6,476,693\*

\*See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

11.29

12) Type of Reporting Person (See Instructions)

HC

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bancorp, Inc. 51-0326854

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "      b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

Shares      6,476,693  
6) Shared Voting Power

Beneficially

Owned By

Each      -0-  
7) Sole Dispositive Power

Reporting

Person      6,439,169  
8) Shared Dispositive Power

With

7,815

9) Aggregate Amount Beneficially Owned by Each Reporting Person

6,476,693\*

\*See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

11.29

12) Type of Reporting Person (See Instructions)

HC

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bank, National Association 22-1146430

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "      b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

United States

5) Sole Voting Power

Number of

Shares      6,476,693  
6) Shared Voting Power

Beneficially

Owned By      -0-  
Each      7) Sole Dispositive Power

Reporting

Person      6,439,169  
8) Shared Dispositive Power

With

7,815

9) Aggregate Amount Beneficially Owned by Each Reporting Person

6,476,693\*

\*See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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See Instructions

11) Percent of Class Represented by Amount in Row (9)

11.29

12) Type of Reporting Person (See Instructions)

BK



1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Capital Advisors, LLC 27-0640560

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "      b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

Shares      420  
6) Shared Voting Power

Beneficially

Owned By

Each      -0-  
7) Sole Dispositive Power

Reporting

Person      420  
8) Shared Dispositive Power

With

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

420\*

\*See the response to Item 6.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

Less than 0.01

12) Type of Reporting Person (See Instructions)

IA

**ITEM 1(a) - NAME OF ISSUER:**

Erie Indemnity Company

**ITEM 1(b) - ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:**

100 Erie Insurance Place

Erie, Pennsylvania 16530

**ITEM 2(a) - NAME OF PERSON FILING:**

The PNC Financial Services Group, Inc.; PNC Bancorp, Inc.;

PNC Bank, National Association; and PNC Capital Advisors, LLC

**ITEM 2(b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:**

The PNC Financial Services Group, Inc. - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

PNC Bancorp, Inc. - 300 Delaware Avenue, Suite 304, Wilmington, DE 19801

PNC Bank, National Association - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

PNC Capital Advisors, LLC - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

**ITEM 2(c) - CITIZENSHIP:**

The PNC Financial Services Group, Inc. - Pennsylvania

PNC Bancorp, Inc. - Delaware

PNC Bank, National Association - United States

PNC Capital Advisors, LLC - Delaware

**ITEM 2(d) - TITLE OF CLASS OF SECURITIES:**

Class A Common

**ITEM 2(e) - CUSIP NUMBER:**

29530P102

**ITEM 3 - IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance Company as defined in Section 3(a)(19) of the Exchange Act;

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- (d)  Investment Company registered under Section 8 of the Investment Company Act;
- (e)  An Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A Church Plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

**ITEM 4 - OWNERSHIP:**

The following information is as of December 31, 2009:

(a) Amount Beneficially Owned:	6,476,693 shares*
(b) Percent of Class:	*See the response to Item 6. 11.29
(c) Number of shares to which such person has:	
(i) sole power to vote or to direct the vote	6,476,693
(ii) shared power to vote or to direct the vote	-0-
(iii) sole power to dispose or to direct the disposition of	6,439,169
(iv) shared power to dispose or to direct the disposition of	7,815

**ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:**

Not Applicable.

**ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:**

Of the total shares of Common Stock reported herein, 6,476,273 shares are held in accounts at PNC Bank, National Association in a fiduciary capacity.

Of the total shares of Common Stock reported herein, 420 shares are held in accounts at PNC Capital Advisors, LLC in a fiduciary capacity.

**ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

Included are the following subsidiaries of The PNC Financial Services Group, Inc. - HC:

PNC Bancorp, Inc. - HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association - BK (wholly owned subsidiary of PNC Bancorp, Inc.)

PNC Capital Advisors, LLC - IA (wholly owned subsidiary of PNC Bank, National Association)

**ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

Not Applicable.

**ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:**

Not Applicable.

**ITEM 10 - CERTIFICATION:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2010

Date

By: /s/ Joseph C. Guyaux  
Signature - The PNC Financial Services Group, Inc.

Joseph C. Guyaux, President

Name & Title

February 12, 2010

Date

By: /s/ Maria C. Schaffer  
Signature - PNC Bancorp, Inc.

Maria C. Schaffer, Executive Vice President

Name & Title

February 12, 2010

Date

By: /s/ Joseph C. Guyaux  
Signature - PNC Bank, National Association

Joseph C. Guyaux, President

Name & Title

February 12, 2010

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Date

By: /s/ Kevin A. McCreadie  
Signature - PNC Capital Advisors, LLC

Kevin A. McCreadie, President & Chief Executive  
Officer

Name & Title

AN AGREEMENT TO FILE A JOINT STATEMENT WAS PREVIOUSLY FILED BY  
THE PNC FINANCIAL SERVICES GROUP, INC., PNC BANCORP, INC. AND  
PNC BANK, NATIONAL ASSOCIATION

AGREEMENT

February 12, 2010

The undersigned hereby agrees to file a joint statement on Schedule 13G under the Securities and Exchange Act of 1934, as amended (the Act ) in connection with its beneficial ownership of Class A common stock issued by Erie Indemnity Company.

The undersigned states that it is entitled to use Schedule 13G pursuant to Rule 13d-1(b) of the Act.

The undersigned is responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information relating to itself contained therein but is not responsible for the completeness or accuracy of the information concerning the other filers.

This Agreement applies to any amendments to Schedule 13G.

PNC CAPITAL ADVISORS, LLC

BY: /s/ Kevin A. McCreadie  
Kevin A. McCreadie, President & Chief Executive  
Officer