Hagen Jonathan Hirt Form 4 October 24, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hagen Jonathan Hirt

2. Issuer Name and Ticker or Trading Symbol

ERIE INDEMNITY CO [ERIE]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

10/23/2017

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

19 UNIVERSITY MEWS (Street)

Filed(Month/Day/Year)

PHILADELPHIA, PA 19104-4756

(State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported

Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Class A Common

Stock

223,130 D

Class A Common

See 200 I Footnote

Stock

(1)

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

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SEC 1474 (9-02)

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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. Transactic 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	Amount Number Shares
Directors' Deferred Compensation Phantom Units	\$ 0 (2)	10/23/2017		J <u>(3)</u>	74.767	<u>(4)</u>	<u>(5)</u>	Class A Common Stock	74.76
Class B Common Stock	\$ 0 (6)					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	2,400
Class B Common Stock	\$ 0 (6)					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	2,808,0 (6)
Class B Common Stock	\$ 0 (6)					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	2,808,0 (6)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting owner name / namess	Director	10% Owner	Officer	Other		
Hagen Jonathan Hirt						
19 UNIVERSITY MEWS	X					
PHILADELPHIA, PA 19104-4756						

# **Signatures**

Chandra M. Burns, Power of Attorney 10/24/2017

\*\*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).
- Held by family member. The Reporting Person disclaims beneficial ownership of these reported securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
- (2) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.

Reporting Owners 2

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- (3) Acquired under dividend reinvestment for 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.
- Pursuant to the Articles of Incorporation of the Company, as amended, shares of Class B Common Stock (voting) of Erie Indemnity

  Company are convertible at any time to shares of Class A Common Stock (non-voting) at a conversion rate of 2,400 shares of Class A Stock for each share of Class B Stock. There are no exercise or expiration dates associated with this conversion feature and no specific exercise price when a Class B share is converted into Class A shares.

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.