Sheffield Martin Form 4 March 05, 2012

# FORM 4

Check this box

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

Washington, D.C. 20549

# if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

See Instruction 1(b).

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * Sheffield Martin  (Last) (First) (Middle)  2461 SOUTHMOORE DRIVE			2. Issuer Name <b>a</b> Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			ERIE INDEM  3. Date of Earliest	NITY CO [ERIE] Transaction				
			(Month/Day/Year) 03/05/2012		X Director 10% Own Officer (give title below) Other (sp			
	(Street)		4. If Amendment, Filed(Month/Day/Y	Č	6. Individual or Joint/ Applicable Line) _X_ Form filed by One l	,		
BATH, PA	18014				Form filed by More Person	than One Reporting		
(City)	(State)	(Zip)	Table I - Nor	a-Derivative Securities Acq	quired, Disposed of, or	<b>Beneficially Owne</b>		
1.Title of	2. Transaction	Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of 6.	7. Natur		

(City)	(State)	Tabl	e I - Non-D	<b>Derivative</b>	Secur	rities Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/05/2012		P	100	A	\$ 75.65	800	I	Martin Sheffield SEP FBO Martin Sheffield

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

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**OMB APPROVAL** 

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. onNumber	6. Date Exerc Expiration D		7. Title and A Underlying S	
Security	or Exercise	•	any	Code	of	(Month/Day/	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative				
	Derivative				Securities				
	Security				Acquired (A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Directors'								C1 4	
Deferred	Φ Ω (1)					(2)	(2)	Class A	1 402 202
Compensation	\$ 0 (1)					(2)	(3)	Common	1,403.392
Phantom Units								Stock	

### **Reporting Owners**

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

### **Signatures**

Linda A. Etter, Power of Attorney 03/05/2012

\*\*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.
- 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.

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