

Vorsheck Elizabeth A
 Form 4
 January 25, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Vorsheck Elizabeth A

2. Issuer Name and Ticker or Trading Symbol
 ERIE INDEMNITY CO [ERIE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6252 COMMERCIAL WAY PMB
 140

3. Date of Earliest Transaction (Month/Day/Year)
 01/24/2018

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BROOKSVILLE, FL 34613

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock | | | | (A) or (D) | 69,516 | D | |
| Class A Common Stock | | | | (A) or (D) | 324,300 | I | By Audrey C. Hirt 1989/1990 Income Trust For E. Vorsheck |
| Class A Common Stock | | | | (A) or (D) | 491,585 | I | By Elizabeth A. Vorsheck 2009 10-year |

Edgar Filing: Vorsheck Elizabeth A - Form 4

| Class of Stock | Quantity | Code | Beneficial Owner |
|----------------------|-----------|------|---|
| Class A Common Stock | 170,948 | I | GRAT By Elizabeth Vorsheck Trustee Elizabeth Vorsheck Revocable Trust U/A DTD 05/03/99 |
| Class A Common Stock | 372,565 | I | By Frank William Hirt 1989/1990 Trust For E. Vorsheck |
| Class A Common Stock | 3,000,000 | I | VEIC Limited Partnership |

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)

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 ⁽¹⁾ | 01/24/2018 | | A | 69,437 ₍₂₎ | ₍₃₎ ₍₄₎ | Class A Common Stock 69.43 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | | | | | ₍₅₎ ₍₅₎ | Class A Common Stock 2,808,0 ₍₅₎ |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | | | | | ₍₅₎ ₍₅₎ | Class A Common Stock 2,808,0 ₍₅₎ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Vorsheck Elizabeth A 6252 COMMERCIAL WAY PMB 140 BROOKSVILLE, FL 34613 | X | X | | |

Signatures

Rebecca A. Buona, Power of Attorney
Date: 01/25/2018
Signature of Reporting Person

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 Erie Indemnity Company Deferred Compensation Plan for Outside Directors (the "Plan").
- (2) Acquired pursuant to dividend reinvestment provisions of the Plan. The number of Phantom Units credited to the account of the reporting person was determined in accordance with the Plan, based on the closing price of the Class A Common Stock on January 23, 2018. 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 the Plan. These Share Credits 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.
- (3) 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 the Plan. These Share Credits 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.
- (4) 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.
- (5)

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.