

ERIE INDEMNITY CO  
Form 4  
January 26, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Last) (First) (Middle)

6252 COMMERCIAL WAY PMB  
140

(Street)

BROOKSVILLE, FL 34613

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/22/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Indirect Beneficial 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)  | 500,000   | I  | By Elizabeth A. Vorsheck 2009 10-year                    |

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|                            |           |   |   |
|----------------------------|-----------|---|---|
| Class A<br>Common<br>Stock | 403,967   | I | GRAT<br>By Elizabeth<br>A. Vorsheck<br>2009 7-year<br>GRAT  |
| Class A<br>Common<br>Stock | 112,934   | I | By Elizabeth<br>Vorsheck<br>Trustee<br>Elizabeth<br>Vorsheck<br>Revocable<br>Trust U/A<br>DTD<br>05/03/99 |
| Class A<br>Common<br>Stock | 372,565   | I | By Frank<br>William Hirt<br>1989/1990<br>Trust For E.<br>Vorsheck   |
| Class A<br>Common<br>Stock | 3,000,000 | I | VEIC<br>Limited<br>Partnership  |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)     | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                            |                            |
|---|--|---|---|--------------------------------------|--|--|---|---------------------|--------------------|----------------------------|----------------------------|
|   |  |   |   | Code                                 | V  | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>Number<br>Shares |
| Directors'<br>Deferred<br>Compensation<br>Phantom Units | \$ 0 <sup>(1)</sup>  | 01/22/2015                              |   | A                                    |  | 56.399<br><u>(2)</u>   |   | <u>(3)</u>          | <u>(4)</u>         | Class A<br>Common<br>Stock | 56.39                      |
| Class B<br>Common                                       | \$ 0 <sup>(5)</sup>  |   |   |                                      |  |  |   | <u>(5)</u>          | <u>(5)</u>         | Class A<br>Common          | 2,808,<br><u>(5)</u>       |

|         |                     |  |            |            |                          |
|---------|---------------------|--|------------|------------|--------------------------|
| Stock   |                     |  |            |            | Stock                    |
| Class B |                     |  |            |            | Class A                  |
| Common  | \$ 0 <sup>(5)</sup> |  | <u>(5)</u> | <u>(5)</u> | Common                   |
| Stock   |                     |  |            |            | Stock                    |
|         |                     |  |            |            | 2,808,000 <sup>(5)</sup> |

## Reporting Owners

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

## Signatures

Linda A. Etter, Power of Attorney  
01/26/2015

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 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 21, 2015.  
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.