Vorsheck Elizabeth A Form 4 February 02, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31,

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

0.5

response...

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 * Vorsheck Elizabeth A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ERIE INDEMNITY CO [ERIE]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ 10% Owner _X__ Director Officer (give title

6. Individual or Joint/Group Filing(Check

6252 COMMERCIAL WAY PMB

02/01/2012

below)

__ Other (specify

140

(Street)

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

BROOKSVILLE, FL 34613

(City)	(State)	(Zıp)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securit onAcquired Disposed	(A) or of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(A)	Reported		
					or	Transaction(s)		
			Code V	Amount	(D) Price	(Instr. 3 and 4)		
Class A								
Common						69,516	D	
Stock						•		

Class A Common Stock	324,300	I	By Audrey C. Hirt 1989/1990 Income Trust For E. Vorsheck
Class A	500 000	Ţ	Bv

Common Stock

Elizabeth A. Vorsheck

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			2009 10-year GRAT
Class A Common Stock	449,467	I	By Elizabeth A. Vorsheck 2009 7-year GRAT
Class A Common Stock	3,066,434	Ι	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
Reminder: Report on a separate line for each class of securities benefici	ally owned directly or indirectly. Persons who respond to the coll information contained in this for required to respond unless the fodisplays a currently valid OMB contained.	m are not orm	SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

number.

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 onDerivative Securities Acquired (A) on Disposed of (D) (Instr. 3, 4, and 5))		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Directors' Deferred Compensation Phantom Units	\$ 0 (1)	02/01/2012		A	152.393	(2)	(3)	Class A Common Stock	152.1
	\$ 0 (4)					<u>(4)</u>	<u>(4)</u>		

014652				C14655 1 1	_,000
Common				Common	(4
Stock				Stock	
G1				~1 ·	
Class B				Class A	2,808
Common	\$ 0 <u>(4)</u>	<u>(4)</u>	(4)	Common	2,000
Stock				Stock	<u> </u>

Class A

2.808

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Vorsheck Elizabeth A
6252 COMMERCIAL WAY PMB 140 X X

BROOKSVILLE, FL 34613

Signatures

Class B

Linda A. Etter, Power of O2/02/2012

**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 Erie Indemnity Company Deferred Compensation Plan for Outside Directors (the "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 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.
- 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.
- 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.

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