

ERIE INDEMNITY CO

Form 5

February 11, 2016

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Hagen Thomas B

(Last) (First) (Middle)

230 WEST 6TH STREET

(Street)

2. Issuer Name and Ticker or Trading
Symbol

ERIE INDEMNITY CO [ERIE]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20154. 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 Reporting

(check applicable line)

ERIE, PA 16507-1319

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (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	06/15/2015	Â	J4 ⁽¹⁾	6,658,800	A \$ 0 6,658,800	I	Non-Exempt Marital Trust ⁽¹⁾
Class A Common Stock	11/13/2015	Â	J4 ⁽¹⁾	12,230	A \$ 0 12,230	I	Estate of Susan H. Hagen ⁽¹⁾
Class A Common Stock	Â	Â	Â	Â	Â 5,100	D	Â

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Class A Common Stock	Â	Â	Â	Â	Â	Â	10,086,059	I	Family L.P. (2)
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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.

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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 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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	\$ 0 (3)	06/15/2015	Â	J4 (1)	12 Â	Â (3) Â (3)	Class A Common Stock 28,800
Class B Common Stock	\$ 0 (3)	Â	Â	Â	Â Â	Â (3) Â (3)	Class A Common Stock 9,600
Class B Common Stock	\$ 0 (3)	Â	Â	Â	Â Â	Â (3) Â (3)	Class A Common Stock 367,200
Directors' Deferred Compensation Phantom Units	\$ 0 (4)	Â	Â	Â	Â Â	Â (5) Â (5)	Class A Common Stock 7,812.53

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hagen Thomas B 230 WEST 6TH STREET ERIE, PA 16507-1319	Â X	Â	Â	Â

Signatures

Chandra M. Burns, Power of
Attorney

02/11/2016

__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) These shares were owned by Erie Indemnity Company director and reporting person, Susan Hirt Hagen who died 6/15/15. By operation of law, her 6,658,800 Class A shares and 12 Class B shares held in a revocable trust passed to an irrevocable trust of which this reporting person became co-trustee, sharing voting and investment powers. The 12,230 Class A shares from Mrs. Hagen's Directors' Deferred Compensation Plan account were subsequently transferred by the Company to her estate for which this reporting person is co-executor, sharing voting and investment powers.

(2) These shares are held by the Hagen FLP of which the reporting person is a Limited Partner and the General Partner with the sole powers of investment and voting. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

(3) 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.

(4) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.

(5) 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 are no exercisable or expiration dates for these securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.