

Stover Richard L  
 Form 5  
 January 27, 2012

**FORM 5**

**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).  
 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

1. Name and Address of Reporting Person \*  
 Stover Richard L  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1203 DEERING BAY COURT  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

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

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

6. Individual or Joint/Group Reporting (check applicable line)

GIBSONIA, PA 15044-8043  
 (City) (State) (Zip)

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)	(A) or (D)	Price	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	10/21/2010	Â	J4 <sup>(1)</sup>	4	A	\$ 57.943	504	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	01/21/2011	Â	J4 <sup>(1)</sup>	1	A	\$ 64.45	505	I	Stover & Associates SEP FBO Richard L.

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Class A Common Stock	01/21/2011	Â	J4 <sup>(1)</sup>	3	A	\$ 65.527	508	I	Stover Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	04/21/2011	Â	J4 <sup>(1)</sup>	3	A	\$ 72.233	511	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	07/21/2011	Â	J4 <sup>(1)</sup>	3	A	\$ 74.227	514	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	07/21/2011	Â	J4 <sup>(1)</sup>	1	A	\$ 72.08	515	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	10/21/2011	Â	J4 <sup>(1)</sup>	3	A	\$ 76.823	518	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	Â	Â	Â	Â	Â	Â	500	I	By IRA For Self

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 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)	8. Price of Derivative Security (Instr. 5)	9. of D B O E I F I
						(A) (D) Date Exercisable	Expiration Date	Title	Amount or

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stover Richard L 1203 DEERING BAY COURT GIBSONIA, PA 15044-8043	X			

## Signatures

Linda A. Etter, Power of Attorney  
01/27/2012

\_\_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) Additional shares acquired pursuant to dividend reinvestment in filer's brokerage account.

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