

ERIE INDEMNITY CO

Form 4

January 24, 2014

**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

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**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)  
01/23/2014

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 Common Stock	424,134	I	GRAT By Elizabeth A. Vorsheck 2009 7-year GRAT
Class A Common Stock	92,767	I	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 <sup>(1)</sup>	01/23/2014		A		56.118 <sub>(2)</sub>		<sub>(3)</sub>	<sub>(4)</sub>	Class A Common Stock	56.11
Class B Common	\$ 0 <sup>(5)</sup>							<sub>(5)</sub>	<sub>(5)</sub>	Class A Common	2,808, <sub>(5)</sub>

