ERIE INDEMNITY CO Form 4

April 16, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stover Richard L

2. Issuer Name and Ticker or Trading Symbol

ERIE INDEMNITY CO [ERIE]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

04/15/2014

X_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

below)

1203 DEERING BAY COURT

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

GIBSONIA, PA 15044-8043

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

(A)

Stover &

Class A Common

Stock

(City)

Associates 1,072.3192 I **SEP FBO**

Richard L.

Stover

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

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SEC 1474 (9-02)

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

. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities (Month/Day/Year)		/Year)	(Instr. 3 and 4)	
Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(a. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and				
	Derivative								
	Security								
	,				5)				
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Deferred Compensation	\$ 0 <u>(1)</u>	04/15/2014		J <u>(2)</u>	162.955	(3)	<u>(4)</u>	Class A Common Stock	162.9
	Title of Derivative Security Instr. 3) Directors' Deferred Compensation Phantom Units	Derivative Conversion or Exercise Instr. 3) Price of Derivative Security Directors' Deferred Compensation \$0 \(\frac{(1)}{2} \)	Derivative Conversion or Exercise Instr. 3) Directors' Deferred Compensation Conversion (Month/Day/Year) Or Exercise Price of Derivative Security Output Directors' Deferred \$0 (1) 04/15/2014	Derivative Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) Price of Derivative Security Directors' Deferred Compensation Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year)	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Instr. 3) Price of Derivative Security Code V Directors' Deferred Compensation Conversion (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Month/Day/Year) Code V Code V J(2)	Derivative or Exercise lecurity or Exercise Instr. 3) Price of Derivative Security Price of Derivative Security Derivative Security Price of Derivative Security Code V (A) (D) Code V (A) (D) Directors' Deferred Compensation Solution (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Directors' Deferred Compensation	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Instr. 3) Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D) Date Exercisable Directors' Deferred Compensation \$0 \frac{(1)}{2} 04/15/2014 Directors' Output Date Date Exercisable Code V (A) (D) Date Exercisable Code V (A) (D)	Derivative or Exercise lecurity or Exercise lany code Securities (Month/Day/Year) Price of Derivative Security Securities (Month/Day/Year) Securities (Month/Day/Year) Securities (Month/Day/Year) Securities Securities Securities (Month/Day/Year) Securities	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3) Price of Derivative Security Code V (A) (D) Date Expiration Date (Month/Day/Year) (Instr. 3 and Security Code V (A) (D) Date Expiration Date (Month/Day/Year) (Instr. 3 and Security Code V (A) (D) Date Expiration Date (Instr. 3 and Security Code V (A) (D) Date Expiration Date (Instr. 3 and Security Code V (A) (D) Date Expiration Date (Instr. 3 and Security Date Date Compensation Compensation Stock (Instr. 3) Date Expiration Date (Instr. 3 and Security Date (Instr. 3) Date Expiration Date (Instr. 3) Date Date Date (Instr. 3) Date Date Date Date (Instr. 3) Date Date Date Date Date Date Date Date

Reporting Owners

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

Signatures

Linda A. Etter, Power of Attorney 04/16/2014

**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 Outside Directors' Deferred Compensation Plan.
- (2) Acquired under Directors' Deferred Compensation 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 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 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 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 is no expiration date for these securities.

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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