#### LILLY CLAUDE C III

Form 4

February 02, 2018

### FORM 4

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

OMB Number: 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LILLY CLAUDE C III			2. Issuer Name <b>and</b> Ticker or Trading Symbol ERIE INDEMNITY CO [ERIE]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Midd		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
3290 SALIN	GER WAY		(Month/Day/Year) 02/01/2018	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		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		
TALLAHASSEE, FL 32311				Form filed by More than One Reporti		

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecuriti	es Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on(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	02/01/2018		Code V $J_{(1)}$	Amount 0.0007	(D)	Price \$ 0	691.0185	I	By IRA For Self

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)

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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. Transactio Code (Instr. 8)	5. Number of Derivative (Acquired (ADisposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying St (Instr. 3 and 4	ec
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Directors' Deferred Compensation Phantom Units	\$ 0 (2)	02/01/2018		J(3)	120.598		<u>(4)</u>	<u>(5)</u>	Class A Common Stock	1
Directors' Deferred Compensation Phantom Units	\$ 0 (2)	02/01/2018		J <u>(6)</u>		0.0061	<u>(4)</u>	<u>(5)</u>	Class A Common Stock	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Transfer and the same	Director	10% Owner	Officer	Othe			
LILLY CLAUDE C III 3290 SALINGER WAY TALLAHASSEE, FL 32311	X						

### **Signatures**

Rebecca A. Buona, Power of Attorney

02/02/2018

\*\*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) A de minimus adjustment of 0.0007 shares to correct rounding of fractional shares in order to reconcile to the filer's records.
- (2) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.
- (3) 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.
- A de minimus adjustment of 0.0061 shares to correct rounding of fractional shares in order to reconcile to the Directors' Deferred Compensation Plan records.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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