

CONNELL EUGENE C
Form 3/A
February 14, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â CONNELL EUGENE C			(Month/Day/Year)		ERIE INDEMNITY CO [ERIE]	
(Last)	(First)	(Middle)	04/25/2017		4. Relationship of Reporting Person(s) to Issuer	
785 HUNTINGTON DRIVE					(Check all applicable)	
(Street)					5. If Amendment, Date Original Filed(Month/Day/Year)	
ERIE,Â PAÂ 16505					04/28/2017	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
					<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	17,110.549	D	Â
Class A Common Stock	2,415.114 <u>(1)</u>	I	By Children <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Directors' Deferred Compensation Phantom Units	Â (3)	Â (4)	Class A Common Stock	0	\$ 0 (5)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNELL EUGENE C 785 HUNTINGTON DRIVE ERIE, PA 16505	Â X	Â	Â	Â

Signatures

Rebecca A. Buona, Power of Attorney
Date: 02/14/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This amended Form 3 is being filed to report shares held by Reporting Person's children living in his household at the time of his appointment to the Board of Directors on 4/25/2017. These shares were inadvertently left off of the original Form 3 filed on 4/28/2017. No other changes have been made to the information in the original Form 3.
- (2) Shares held by Reporting Person's children living in his household. The Reporting Person disclaims beneficial ownership of these reported securities, therefore this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
- (3) 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.
- (4) 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.
- (5) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.

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. ="2">

10. Owner-ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

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11. Nature of Indirect Beneficial Ownership
(Instr. 4)

	Code	
	V	
	(A)	
	(D)	
Date Exer-cisable		
Expira- tion Date		
	Title	
Amount or Number of Shares		
Employee Stock Option (Right to Buy)		\$21.37

(1)

01/02/11

Common Stock

40,000

40,000

D

Employee Stock Option (Right to Buy)

\$10.00

03/25/03

M

2.000

(2)

05/08/10

Common Stock

D

Employee Stock Option (Right to Buy)

\$10.00

03/26/03

M

2,000

(2)

05/08/10

Common Stock

575,400

575,400

D

Employee Stock Option (Right to Buy)

\$30.69

(3)

02/28/12

Common Stock

40,000

40,000

D

Employee Stock Option (Right to Buy)

\$13.87

(4)

10/16/12

Common Stock

70,000

70,000

D

Explanation of Responses:

(1) This option vests as follows: 833 shares each month beginning on 02/02/02 until 01/02/05.

(2) This option vests as follows: 12,667 shares each month beginning on 01/26/02 until 04/26/05.

(3) This option vests as follows: 10,000 shares on 02/03/03; 8,333 shares on 12/03/03; and 833 shares each month beginning 01/03/04 until 02/03/06.

(4) This option vests as follows: 70,000 shares on 10/16/2007.

By: /s/ George Hervey

March 27, 2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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