

HAGEN SUSAN HIRT
 Form 4
 April 18, 2012

FORM 4

**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).

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 *
HAGEN SUSAN HIRT

(Last) (First) (Middle)
 100 STATE STREET, SUITE 440
 (Street)

ERIE, PA 16507

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
04/17/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock | | | | (A) or (D) Price | 6,658,800 ⁽¹⁾ | D | |

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. Transaction Code | 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 ⁽²⁾ | 04/17/2012 | | J ⁽³⁾ | | 152.397 | | <u>(4)</u> | <u>(5)</u> | Class A Common Stock | 152.397 ⁽⁶⁾ |
| Class B Common Stock | \$ 0 ⁽⁷⁾ | | | | | | | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 28,800 |
| Class B Common Stock | \$ 0 ⁽⁷⁾ | | | | | | | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 2,808 ⁽⁸⁾ |
| Class B Common Stock | \$ 0 ⁽⁷⁾ | | | | | | | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 2,808 ⁽⁸⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAGEN SUSAN HIRT 100 STATE STREET, SUITE 440 ERIE, PA 16507 | X | | | |

Signatures

| | |
|--|---------------------|
| Linda A. Etter, Power of Attorney | 04/18/2012 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Hagen, an ERIE Director, disclaims beneficial ownership of these shares, and the reporting person herself disclaims beneficial ownership of any Class A and Class B shares owned directly or indirectly by her husband, including any Class A and Class B shares held by the Hagen FLP of which the reporting person is a limited partner.
 - (2) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.
 - (3) Acquired under Directors' Deferred Compensation Plan

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(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 exercisable date for these securities.

(5) 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.

(6) The reporting person's husband, Thomas B. Hagen, an ERIE Director, disclaims beneficial ownership of these shares, and the reporting person herself disclaims beneficial ownership of any Class A and Class B shares owned directly or indirectly by her husband, including any Class A and Class B shares held by the Hagen FLP of which the reporting person is a limited partner.

(7) Pursuant to the Articles of Incorporation of the Company, as amended, shares of Class B Common Stock (voting) of Erie Indemnity Company are convertible at any time to shares of Class A Common Stock (non-voting) at a conversion rate of 2,400 shares of Class A Stock for each share of Class B Stock. There are no exercise or expiration dates associated with this conversion feature and no specific exercise price when a Class B share is converted into Class A shares.

(a) The reporting person's husband, Thomas B. Hagen, an ERIE Director, disclaims beneficial ownership of these shares, and the reporting person herself disclaims beneficial ownership of any Class A and Class B shares owned directly or indirectly by her husband, including any Class A and Class B shares held by the Hagen FLP of which the reporting person is a limited partner. (b) Pursuant to the (8) Articles of Incorporation of the Company, as amended, shares of Class B Common Stock (voting) of Erie Indemnity Company are convertible at any time to shares of Class A Common Stock (non-voting) at a conversion rate of 2,400 shares of Class A Stock for each share of Class B Stock. There are no exercise or expiration dates associated with this conversion feature and no specific exercise price when a Class B share is converted into Class A shares.

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.