

Vorsheck Elizabeth A  
Form 4  
September 25, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(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)

09/21/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	09/21/2012		P		1,000	A	\$ 62.4
					3,088,703	I	
Class A Common					69,516	D	

By  
Elizabeth  
Vorsheck  
Trustee  
Elizabeth  
Vorsheck  
Revocable  
Trust U/A  
DTD  
05/03/99

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Stock

Class A Common Stock	324,300	I	By Audrey C. Hirt 1989/1990 Income Trust For E. Vorsheck
Class A Common Stock	500,000	I	By Elizabeth A. Vorsheck 2009 10-year GRAT
Class A Common Stock	428,198	I	By Elizabeth A. Vorsheck 2009 7-year GRAT
Class A Common Stock	372,565	I	By Frank William Hirt 1989/1990 Trust For E. Vorsheck

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

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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 (1) Expiration Date (1)	Title Amount or Number of Shares
Class B Common	\$ 0 <sup>(1)</sup>						Class A Common <sup>(1)</sup> 2,808,000

Stock

Stock

Class B Common Stock	\$ 0 <sup>(1)</sup>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,808,000 <u>(1)</u>
Directors' Deferred Compensation Phantom Units	\$ 0 <sup>(2)</sup>	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	4,838.921

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vorsheck Elizabeth A 6252 COMMERCIAL WAY PMB 140 BROOKSVILLE, FL 34613	X	X		

## Signatures

Linda A. Etter, Power of Attorney 09/25/2012

\_\_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) 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.

(2) Conversion price is not applicable to shares granted under the Erie Indemnity Company Deferred Compensation Plan for Outside Directors (the "Plan").

(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 the Plan. These Share Credits 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 the Plan. These Share Credits 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.

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