

Hagen Thomas B
 Form 4/A
 November 03, 2017

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 Thomas B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 230 WEST 6TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

ERIE, PA 16507-1319

4. If Amendment, Date Original Filed (Month/Day/Year)
 11/01/2017

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | (A) or (D) | 5,100 | D | |
| Class A Common Stock | | | | (A) or (D) | 12,230 | I | Estate of Susan H. Hagen ⁽¹⁾ |
| Class A Common Stock | | | | (A) or (D) | 10,086,059 | I | Family L.P. ⁽²⁾ |
| Class A Common Stock | | | | (A) or (D) | 6,658,800 | I | Non-Exempt Marital Trust ⁽¹⁾ |

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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) | Amount Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Directors' Deferred Compensation Phantom Units | \$ 0 ⁽³⁾ | 11/01/2017 | | J ⁽⁴⁾ | 120.598 | ⁽⁵⁾ | ⁽⁵⁾ | Class A Common Stock | 120.5 |
| Class B Common Stock | \$ 0 ⁽⁷⁾ | | | | | ⁽⁷⁾ | ⁽⁷⁾ | Class A Common Stock | 9,60 |
| Class B Common Stock | \$ 0 ⁽⁷⁾ | | | | | ⁽⁷⁾ | ⁽⁷⁾ | Class A Common Stock | 367,2 |
| Class B Common Stock | \$ 0 ⁽⁷⁾ | | | | | ⁽⁷⁾ | ⁽⁷⁾ | Class A Common Stock | 28,80 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hagen Thomas B 230 WEST 6TH STREET ERIE, PA 16507-1319 | X | | | |

Signatures

Rebecca A. Buona, Power of Attorney
11/03/2017

__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) These shares were owned by Erie Indemnity Company director and reporting person, Susan Hirt Hagen who died 6/15/15. By operation of law, her 6,658,800 Class A shares and 12 Class B shares held in a revocable trust passed to an irrevocable trust of which this reporting person became co-trustee, sharing voting and investment powers. The 12,230 Class A shares from Mrs. Hagen's Directors' Deferred Compensation Plan account were subsequently transferred by the Company to her estate for which this reporting person is co-executor, sharing voting and investment powers.

(2) These shares are held by the Hagen FLP of which the reporting person is a Limited Partner and the General Partner with the sole powers of investment and voting. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

(3) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.

(4) Acquired under Directors' Deferred Compensation Plan

(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 are no exercisable or expiration dates for these securities.

(6) Amendment of original Form 4 filed on 11/1/2017 to correct price of derivative security. No other changes have been made.

(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.

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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