

ERIE INDEMNITY CO

Form 4

July 01, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUFALA GEORGE D

(Last) (First) (Middle)

100 ERIE INSURANCE PLACE

(Street)

ERIE, PA 16530

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price
Class A Common Stock	06/30/2016		S		2,799.393	D	\$ 99.34 10,151
Class A Common Stock	06/30/2016		S		500	D	\$ 99.2878 9,651
Class A Common Stock	06/30/2016		J ⁽¹⁾		21.708	A	\$ 99.34 12,950.393
Class A Common	06/30/2016		S		4,276	D	\$ 99.1538 5,375

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Stock

Class A

Common 06/30/2016

S 750 D \$ 99.436 4,625 D

Stock

Class A

Common 06/30/2016

S 500 D \$ 99.51 4,125 D

Stock

Class A

Common 06/30/2016

S 500 D \$ 99.35 3,625 D

Stock

Class A

Common 06/30/2016

S 1,000 D \$ 99.43 2,625 D

Stock

Class A

Common 06/30/2016

S 500 D \$ 99.27 2,125 D

Stock

Class A

Common 06/30/2016

S 500 D \$ 99.006 1,625 D

Stock

Class A

Common 06/30/2016

S 500 D \$ 99.57 1,125 D

Stock

Class A

Common 06/30/2016

S 500 D \$ 99.25 625 D

Stock

Class A

Common 06/30/2016

S 280 D \$ 99.26 345 D

Stock

Class A

Common 06/30/2016

S 45 D \$ 99.25 300 D

Stock

Class A

Common 06/30/2016

S 100 D \$ 99.2684 200 D

Stock

Class A

Common 06/30/2016

S 100 D \$ 99.0801 100 D

Stock

Class A

Common 06/30/2016

S 100 D \$ 99.27 0 D

Stock

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUFALA GEORGE D 100 ERIE INSURANCE PLACE ERIE, PA 16530	Executive Vice President

Signatures

Chandra M. Burns, Power of Attorney 07/01/2016

__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) Participant directed transaction under 401(k) Plan

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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