

Vorsheck Elizabeth A
Form 4
April 25, 2019

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 *
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)

04/24/2019

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)
Class A Common Stock				(A) or (D)	69,516	D	
Class A Common Stock				Code V Amount (D) Price	324,300	I	By Audrey C. Hirt 1989/1990 Income Trust For E. Vorsheck
Class A Common Stock					479,655	I	By Elizabeth A. Vorsheck 2009 10-year

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Class A Common Stock	182,878	I	GRAT By Elizabeth Vorsheck Trustee Elizabeth Vorsheck Revocable Trust U/A DTD 05/03/99
Class A Common Stock	372,565	I	By Frank William Hirt 1989/1990 Trust For E. Vorsheck
Class A Common Stock	3,000,000	I	VEIC Limited Partnership

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

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(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	Expiration Date	Title	Amount or Number of Shares
Directors' Deferred Compensation Share Credits	\$ 0 ⁽¹⁾	04/24/2019		A		52.91 ⁽²⁾		⁽³⁾	⁽³⁾	Class A Common Stock	52.91
Class B Common Stock	\$ 0 ⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Class A Common Stock	1,404,000 ⁽⁴⁾

Class B Common Stock	\$ 0 <u>(4)</u>	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,808,000 <u>(4)</u>
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Class B Common Stock	\$ 0 <u>(4)</u>	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,404,000 <u>(4)</u>
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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

Rebecca A. Buona, Power of
Attorney

04/24/2019

 **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) Conversion price is not applicable to shares granted under the Erie Indemnity Company Deferred Compensation Plan for Outside Directors (the "Plan").
- (2) Acquired pursuant to dividend reinvestment provisions of the Plan. The number of Share Credits credited to the account of the reporting person was determined in accordance with the Plan, based on the closing price of the Class A Common Stock on April 23, 2019.
The shares subject to this reporting are Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to its Outside Directors' Stock Plan. These Share Credits represent the right to receive an equivalent number of shares of Erie Indemnity Company Class A common stock when the reporting individual's service as a Director of the Company ends. There are no exercisable or expiration dates for these securities.
- (3)
- (4) 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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