

Hagen Jonathan Hirt
 Form 4
 February 01, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Jonathan Hirt

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)

19 UNIVERSITY MEWS

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2019

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

(Street)

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

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

PHILADELPHIA, PA 19104-4756

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | | | | | 223,130 | D | |
| Class A Common Stock | | | | | 200 | I | By Daughter (1) |

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

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SEC 1474 (9-02)

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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 Number Shares |
| Directors' Deferred Compensation Share Credits | \$ 0 ⁽²⁾ | 02/01/2019 | | J ⁽³⁾ | 126.273 | ⁽⁴⁾ ⁽⁴⁾ | Class A Common Stock 126.273 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | | | | | ⁽⁵⁾ ⁽⁵⁾ | Class A Common Stock 2,400 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | | | | | ⁽⁵⁾ ⁽⁵⁾ | Class A Common Stock 1,404 ⁽⁵⁾ |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | | | | | ⁽⁵⁾ ⁽⁵⁾ | Class A Common Stock 1,404 ⁽⁵⁾ |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | | | | | ⁽⁵⁾ ⁽⁵⁾ | Class A Common Stock 2,808 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hagen Jonathan Hirt 19 UNIVERSITY MEWS PHILADELPHIA, PA 19104-4756 | X | | | |

Signatures

Rebecca A. Buona, Power of Attorney
02/01/2019

__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).

Held by family member. The Reporting Person disclaims beneficial ownership of these reported securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

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

(3) Acquired under Directors' Deferred Compensation Plan.

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.

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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