Sheffield Ma Form 4									
February 01, <b>FORM</b>								PPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						January 31, 2005 average urs per . 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)								
1. Name and A Sheffield Ma	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol ERIE INDEMNITY CO [ERIE]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction (0			(Che	heck all applicable)		
2461 SOUT		(Month/Day/Year) 02/01/2019			_X_Director10% Owner Officer (give titleOther (specify below)below)				
		4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
BATH, PA	18014					Person	whole than one R	eporting	
(City)	(State) (2	Zip) Tabl	e I - Non-D	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price		Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock			Code V	inount	(2) The	800	I	Martin Sheffield SEP FBO Martin Sheffield	

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

## Edgar Filing: Sheffield Martin - Form 4

## 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Directors' Deferred Compensation Share Credits	\$ 0 <u>(1)</u>	02/01/2019		J <u>(2)</u>	126.273	(3)	(3)	Class A Common Stock	126.2

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh				
	Director	10% Owner	Officer	Other		
Sheffield Martin 2461 SOUTHMOORE DRIVE BATH, PA 18014	Х					
Signatures						
Rebecca A. Buona, Power of Attorney		02/01/2019	)			
**Signature of Reporting Person		Date				
Evaluation of Decremonal						

## **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 Outside Directors' Deferred Compensation Plan.
- (2) 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

(3) Indemnity Company pursuant to its Outside Directors Stock Than. These share Creats 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.