

Vorsheck Elizabeth A
 Form 4
 January 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Vorsheck Elizabeth A

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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/23/2012

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

6252 COMMERCIAL WAY PMB 140

(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

BROOKSVILLE, FL 34613

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock | | | | (A) or (D) | 69,516 | D | |
| Class A Common Stock | | | | (A) or (D) | 324,300 | I | By Audrey C. Hirt 1989/1990 Income Trust For E. Vorsheck |
| Class A Common Stock | | | | (A) or (D) | 500,000 | I | By Elizabeth A. Vorsheck |

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| | | | |
|----------------------------|-----------|---|--|
| Class A Common Stock | 449,467 | I | 2009 10-year Grat By Elizabeth A. Vorsheck 2009 7-year Grat |
| Class A Common Stock | 3,066,434 | I | 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 |

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.

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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 Number Shares |
| Directors' Deferred Compensation Phantom Units | <u>(1)</u> | 01/23/2012 | | A | | 33.427 | | <u>(3)</u> | <u>(4)</u> | Class A Common Stock | 33.42 |
| | \$ 0 <u>(5)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | | |

