#### CONNELL EUGENE C

Form 5

February 14, 2018

# FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

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.

# ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
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Number:

Expires:

3235-0362

January 31,

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * CONNELL EUGENE C			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ERIE INDEMNITY CO [ERIE]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	, Tr		
			(Month/Day/Year)	X Director 10% Owner		
			12/31/2017	Officer (give title Other (specify		
785 HUNTINGTON DRIVE				below) below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting		
			Filed(Month/Day/Year)			
			, , , , , , , , , , , , , , , , , , ,	(check applicable line)		

### ERIE, PAÂ 16505

\_X\_ Form Filed by One Reporting Person \_\_\_\_ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tal	ble I - Non-De	rivative Se	curiti	es Acquire	d, Disposed of, o	or Beneficially	<b>Owned</b>
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. Securition Dispose (Instr. 3, 4)	ed of (	` ′	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	07/20/2017	Â	<u>J(1)</u>	14.99	A	\$ 126.07	2,445.372	I	By Children
Class A Common Stock	10/20/2017	Â	<u>J(1)</u>	15.268	A	\$ 124.55	2,445.372	I	By Children
Class A Common Stock	Â	Â	Â	Â	Â	Â	17,244.045	D	Â

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

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SEC 2270 (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			<b>▼</b>	ar) Execution Date, if Transaction any Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Directors' Deferred Compensation Phantom Units	\$ 0 (3)	Â	Â	Â	Â	(4)	(5)	Class A Common Stock	247.292	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
CONNELL EUGENE C 785 HUNTINGTON DRIVE ERIE, PA 16505	ÂΧ	Â	Â	Â			

## **Signatures**

Rebecca A. Buona, Power of Attorney 02/14/2018

\*\*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).
- This Form 5 is being filed to report a de minimus transaction of additional shares acquired pursuant to a dividend reinvestment plan in the brokerage accounts of the Reporting Person's children.
- Shares held by Reporting Person's children living in his household. The Reporting Person disclaims beneficial ownership of these reported securities, therefore 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.
- (3) Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.
- (4) The shares subject to this reporting are phantom Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to its Outside Directors Stock Plan. These Credit Shares are actually paid to the reporting

Reporting Owners 2

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individual in shares of Erie Indemnity Company Class A Common Stock when their service as a Director of Erie Indemnity Company ends. There is no exercisable date for these securities.

The shares subject to this reporting are phantom Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to its Outside Directors Stock Plan. These Credit Shares are actually paid to the reporting individual in shares of Erie Indemnity Company Class A Common Stock when their service as a Director of Erie Indemnity Company ends. There is no expiration date for these securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.