

Stover Richard L
Form 5
January 27, 2012

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Stover Richard L

(Last) (First) (Middle)

1203 DEERING BAY COURT

(Street)

GIBSONIA, PA 15044-8043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ERIE INDEMNITY CO [ERIE]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

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 Reporting

(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)	(A) or (D)	Price	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	10/21/2010	Â	J4 ⁽¹⁾	4	A	\$ 57.943	504	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	01/21/2011	Â	J4 ⁽¹⁾	1	A	\$ 64.45	505	I	Stover & Associates SEP FBO Richard L.

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Class A Common Stock	01/21/2011	Â	J4 ⁽¹⁾	3	A	\$ 65.527	508	I	Stover Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	04/21/2011	Â	J4 ⁽¹⁾	3	A	\$ 72.233	511	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	07/21/2011	Â	J4 ⁽¹⁾	3	A	\$ 74.227	514	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	07/21/2011	Â	J4 ⁽¹⁾	1	A	\$ 72.08	515	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	10/21/2011	Â	J4 ⁽¹⁾	3	A	\$ 76.823	518	I	Stover & Associates SEP FBO Richard L. Stover
Class A Common Stock	Â	Â	Â	Â	Â	Â	500	I	By IRA For Self

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F I
						(A) (D) Date Exercisable	Expiration Date	Title	Amount or

