

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Hagen Thomas B</u>  (Last) (First) (Middle) <u>230 WEST 6TH STREET</u>  (Street) <u>ERIE PA 16507-1319</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ERIE INDEMNITY CO [ ERIE ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2024</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								5,100	D	
Class A Common Stock								12,230	I	Estate of Susan H. Hagen <sup>(1)</sup>
Class A Common Stock								10,086,059	I	Family L.P. <sup>(2)</sup>
Class A Common Stock								6,658,800	I	Susan Hagen Estate Settlement Trust <sup>(1)</sup>

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	\$0 <sup>(3)</sup>							(3)	(3)	Class A Common Stock	9,600		4	D	
Class B Common Stock	\$0 <sup>(3)</sup>							(3)	(3)	Class A Common Stock	415,200		173	I	Family L.P. <sup>(2)</sup>
Class B Common Stock	\$0 <sup>(3)</sup>							(3)	(3)	Class A Common Stock	28,800		12	I	Susan Hagen Non-Exempt Marital Irrev <sup>(1)</sup>
Directors' Deferred Compensation Share Credits	\$0 <sup>(4)</sup>	01/31/2024		J <sup>(5)</sup>		74.49		(6)	(6)	Class A Common Stock	74.49	\$345.83	13,562.541	D	

Explanation of Responses:

1. These shares were owned by Erie Indemnity Company director and reporting person, Susan Hirt Hagen who died 6/15/15. By operation of law, her 6,658,800 Class A shares and 12 Class B shares held in a revocable trust passed to an irrevocable trust of which this reporting person became co-trustee, sharing voting and investment powers. The 12,230 Class A shares from Mrs. Hagen's Directors' Deferred Compensation Plan account were subsequently transferred by the Company to her estate for which this reporting person is co-executor, sharing voting and investment powers. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.
2. These shares are held by the Hagen FLP of which the reporting person is a Limited Partner and the General Partner with the sole powers of investment and voting. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.
3. 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.
4. Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.
5. Acquired under Directors' Deferred Compensation Plan.

6. 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.

Rebecca A. Buona, Power of  
Attorney

02/01/2024

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**