

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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1. Name and Address of Reporting Person\*  
Katz, Samuel P.  
  
325 West Allens Lane  
  
  
  
Philadelphia, PA 19119  
  
  
  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
  
Erie Indemnity Company ERIE  
  
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for (Month/Year)  
  
September 9, 2002  
  
5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
  
X Director 10% Owner  
Officer Other  
  
Officers/Other Description  
  
7. Individual or Joint/Group Filing (Check Applicable Line)  
  
X Individual Filing  
Joint/Group Filing

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)
			Amount	A/D	Price	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)
Class A Common Stock						500.0000 D

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).

Katz, Samuel P. - September 2002

Form 4 (continued)

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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code   V			(DE)   (ED)				
Directors Deferred Compensation Phantom Units	\$0.0000	09/09/2002	J (I)	(A) 143.2166			Class A Common Stock - 143.2166		143.2166	D

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Samuel P. Katz  
\*\* Signature of Reporting Person Date

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.

Katz, Samuel P. - September 2002

Form 4 (continued)

FOOTNOTE Descriptions for Erie Indemnity Company ERIE

Form 4 - September 2002

Samuel P. Katz  
325 West Allens Lane  
Philadelphia, PA 19119

Explanation of responses:

(1) Acquired under Directors' Compensation Plan