

FORM 10-Q/A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For quarter ended March 31, 2001

Commission file number 0-24000

ERIE INDEMNITY COMPANY

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

25-0466020

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

100 Erie Insurance Place, Erie, Pennsylvania

16530

(Address of principal executive offices)

(Zip Code)

(814) 870-2000

Registrant's telephone number, including area code

Not applicable

Former name, former address and former fiscal year, if changed since last report

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Class A Common Stock, no par value, with a stated value of \$.0292 per share-- 64,031,223 shares as of April 19, 2001.

Class B Common Stock, no par value, with a stated value of \$70 per share-- 3,070 shares as April 19, 2001.

The common stock is the only class of stock the Registrant is presently authorized to issue.

The Registrant hereby amends the following item of its Quarterly Report of Form 10-Q for the Quarter ended March 31, 2001 as set forth in the pages attached hereto.

To correct the reported number of Class A shares outstanding on April 19, 2001. The amount reported on Form 10-Q included the conversion of Class B shares (one share of Class B for 2,400 shares of Class A) to Class A shares.

Signature

Pursuant to Section 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Sincerely,

ERIE INDEMNITY COMPANY

/s/ Philip A. Garcia

Philip A. Garcia
Senior Vice President & Controller

April 20, 2001