

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

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)

-----  
ERIE INDEMNITY COMPANY  
LONG-TERM INCENTIVE PLAN  
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(Full Title of Plan)  
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Jan R. Van Gorder, Esquire  
Senior Executive Vice President,  
Secretary and General Counsel  
Erie Indemnity Company  
100 Erie Insurance Place  
Erie, Pennsylvania 16530

-----  
(Name and Address of Agent for Service)

(814) 870-2000

-----  
(Telephone Number, Including Area Code,  
of Agent for Service)  
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Copy to:  
Frederick W. Dreher, Esquire  
Duane Morris LLP  
4200 One Liberty Place  
Philadelphia, Pennsylvania 19103-7396  
(215) 979-1234

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Class A Common Stock, no par value	95,735 shares	\$38.32	\$3,668,565.20	\$338

(1) This registration statement registers additional shares of Class A Common Stock of Registrant to be offered and sold under Registrant's Long-Term Incentive Plan (the "Plan"). This registration statement also registers such additional shares as may be required to be distributed under the Plan in the event of a stock dividend, reverse stock split, split-up, reclassification or other similar event.

(2) Pursuant to paragraph (h) of Rule 457, the proposed maximum offering

price per share and the proposed maximum aggregate offering price have been computed on the basis of \$38.32 per share, the average of the high and low prices of the Class A Common Stock of Registrant on The Nasdaq National Market on January 29, 2002.

Introductory Statement Pursuant to General Instruction E to Form S-8

The shares being registered hereunder constitute an additional 95,735 shares of Class A Common Stock of Erie Indemnity Company (the "Company") for distribution under the Erie Indemnity Company Long-Term Incentive Plan (the "Plan"). On January 5, 2001, the Company previously registered 32,449 shares of Class A Common Stock of the Company for offer and sale under the Plan under the Securities Act of 1933 on Registration Statement No. 333-53318 on Form S-8. Pursuant to General Instruction E to Form S-8, with respect to the registration of additional securities hereunder for distribution under the Plan, the contents of the Company's Registration Statement No. 333-53318 are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following material is incorporated herein by reference:

(a) The Annual Report on Form 10-K of Erie Indemnity Company (the "Company") for the fiscal year ended December 31, 2000 as filed by the Company with the Securities and Exchange Commission (the "Commission") on March 23, 2001, as amended on Form 10-K /A as filed by the Company with the Commission on April 2, 2001;

(b) The Company's Form 10-Q Report for the quarter ended March 31, 2001 as filed by the Company with the Commission on April 19, 2001, as amended on Form 10-Q/A as filed by the Company with the Commission on April 20, 2001;

(c) The Company's Form 10-Q Report for the quarter ended June 30, 2001 as filed by the Company with the Commission on July 19, 2001;

(d) The Company's Form 10-Q Report for the quarter ended September 30, 2001 as filed by the Company with the Commission on October 24, 2001;

(e) The Company's Form 8-K Current Report as filed by the Company with the Commission on December 12, 2001;

(f) The Company's Form 8-K Current Report as filed by the Company with the Commission on January 23, 2002; and

(g) The description of the Company's Class A Common Stock set forth in the Company's Form 10/A Registration Statement (Registration No. 0-24000) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), filed with the Commission on August 4, 1994 including any amendment or report filed for the purpose of updating such description.

All reports or other documents filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, in each case filed by the Company prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document, which also is or is deemed to be incorporated herein by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

- 4.1 Erie Indemnity Company Long-Term Incentive Plan. (Incorporated by reference to the like-titled exhibit to the Company's Form 10-K Annual Report for the year ended December 31, 1997 that was filed with the Commission on March 25, 1998.)
- 5.1 Opinion of Duane Morris LLP.
- 23.1 Consent of Duane Morris LLP (included in their opinion filed as Exhibit 5.1).
- 23.2 Consent of Malin, Bergquist & Company, LLP.
- 24 Power of Attorney (included on the signature pages hereto).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Erie, Pennsylvania on January 31, 2002.

### ERIE INDEMNITY COMPANY

By: /s/ Jan R. Van Gorder

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Jan R. Van Gorder,  
Senior Executive Vice President,  
General Counsel and Secretary

Know all men by these presents, that each person whose signature appears below constitutes and appoints Jan R. Van Gorder as such person's true and lawful attorney-in-fact and agent, with full power of substitution, for such person, and in such person's name, place and stead, in any and all capacities to sign any or all amendments or post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	-----
/s/ Jan R. Van Gorder ----- Jan R. Van Gorder	Senior Executive Vice President, General Counsel, Secretary and Director (principal executive officer)	January 31, 2002
/s/ Philip A. Garcia ----- Philip A. Garcia	Executive Vice President and Chief Financial Officer (principal financial officer)	January 31, 2002
/s/ Timothy G. NeCastro ----- Timothy G. NeCastro	Senior Vice President and Controller (principal accounting officer)	January 31, 2002
/s/ Stephen A. Milne ----- Stephen A. Milne	Director	January 31, 2002
/s/ Samuel P. Black, III ----- Samuel P. Black, III	Director	January 23, 2002
/s/ J. Ralph Borneman, Jr. ----- J. Ralph Borneman, Jr.	Director	January 31, 2002

Signature	Title	Date
/s/ Patricia Garrison-Corbin ----- Patricia Garrison-Corbin	Director	January 31, 2002
/s/ Susan Hirt Hagen ----- Susan Hirt Hagen	Director	January 27, 2002
/s/ F. William Hirt ----- F. William Hirt	Director	January 23, 2002
----- Samuel P. Katz	Director	January , 2002
----- Claude C. Lilly, III	Director	January , 2002
----- Henry N. Nassau	Director	January , 2002
/s/ John M. Petersen ----- John M. Petersen	Director	January 31, 2002
/s/ Robert C. Wilburn ----- Robert C. Wilburn	Director	January 31, 2002

EXHIBIT INDEX

(Pursuant to Item 601 of Regulation S-K)

Exhibit No.	Exhibit	Reference
4.1	Erie Indemnity Company Long-Term Incentive Plan.	*
5.1	Opinion of Duane Morris LLP.	Filed herewith
23.1	Consent of Duane Morris LLP (included in their opinion filed as Exhibit 5.1).	
23.2	Consent of Malin, Bergquist & Company, LLP.	Filed herewith
24	Power of Attorney (see page II-3 of this Registration Statement).	

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\* Incorporated by reference to the like-titled exhibit to the Company's Form 10-K Annual Report for the year ended December 31, 1997 that was filed with the Commission on March 25, 1998.



EXHIBIT 5.1

[Duane Morris LLP Letterhead]  
February 1, 2002

The Board of Directors of  
Erie Indemnity Company  
100 Erie Insurance Place  
Erie, Pennsylvania 16530

Ladies and Gentlemen:

We have acted as counsel to Erie Indemnity Company (the "Company") in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a registration statement on Form S-8 (the "Registration Statement") relating to the offer and sale by the Company of up to an aggregate of 95,735 shares (the "Shares") of Class A Common Stock, no par value, of the Company, pursuant to the Company's Long-Term Incentive Plan (the "Plan").

As counsel to the Company, we have supervised all corporate proceedings in connection with the preparation and filing of the Registration Statement. We have also examined the Company's Articles of Incorporation and Bylaws, as amended to date, the corporate minutes and other proceedings and records relating to the authorization, sale and distribution of the Shares under the Plan, and such other documents and matters of law as we have deemed necessary or appropriate in order to render this opinion.

Based upon the foregoing, it is our opinion that each of the Shares, when distributed in accordance with the terms and conditions of the Plan, will be duly authorized, legally and validly issued and outstanding, fully paid and nonassessable.

Sincerely,

DUANE MORRIS LLP

By:/s/ Frederick W. Dreher

-----  
A Partner

EXHIBIT 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement of Erie Indemnity Company on Form S-8 of our report dated February 5, 2001 on our audits of the consolidated financial statements of Erie Indemnity Company as of December 31, 2000 and 1999, and for the years ended December 31, 2000, 1999 and 1998, appearing in the Form 10-K Annual Report of Erie Indemnity Company for the year ended December 31, 2000.

/s/ Malin, Bergquist & Company, LLP  
Erie, Pennsylvania  
January 31, 2002