

Hagen Thomas B
Form 4
June 22, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hagen Thomas B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 STATE STREET, SUITE 440
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

ERIE, PA 165071456
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Class A Common Stock | 06/20/2007 | | S | 6,841 (1) D (1) \$ 54.03 (1) | 10,086,059 (2) | I | Family L.P. (3) |
| Class A Common Stock | | | | | 5,100 (2) | D | |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Class B Common Stock | (4) | 06/20/2007 | | P(1) | 2 (1) | (4) (4) | Class A Common Stock (5) | 4,800 (1) (5) (6) |
| Class B Common Stock | \$ 0 (4) | | | | | (4) (4) | Class A Common Stock (5) | 7,200 (7) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hagen Thomas B 100 STATE STREET, SUITE 440 ERIE, PA 165071456 | X | | | |

Signatures

By: Linda A. Etter, Power of Attorney

06/21/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The Hagen Family Limited Partnership (the "Hagen FLP" or "Family L.P.") acquired 2 shares of Class B Common Stock from a third party in exchange for 6,841 shares of Class A Common Stock owned by the Hagen FLP. \$54.03 per share is based on the closing price of Class A shares on 6/19/2007.

(2) The reporting person's wife, Susan Hirt Hagen, an ERIE Director and a limited partner of the Hagen FLP, disclaims beneficial ownership of these shares, and the reporting person disclaims beneficial ownership of any Class A and Class B shares owned directly or indirectly by his wife, including any Class B shares of the H. O. Hirt Trusts of which she is a beneficiary/contingent beneficiary and one of three Trustees.

(3)

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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.

- (4) Each share of Class B Common Stock is convertible at any time into 2,400 shares of Class A Common 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.

- (5) 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.

- (6) \$184,809.615 per share. The Hagen FLP acquired 2 shares of Class B Common Stock from a third party in exchange for 6,841 shares of Class A Common Stock owned by the Hagen FLP. \$184,809.615 per share is based on the number of Class A shares exchanged for each Class B share acquired, multiplied by the \$54.03 per share closing price of Class A shares on 6/19/2007.

- (7) This reflects the number of shares of Class A Common Stock underlying the 3 shares of Class B Common Stock directly owned by Thomas B. Hagen at the conversion ratio described in Notes (4) and (5).

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

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