

Hagen Thomas B
 Form 3/A
 May 01, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Hagen Thomas B		(Month/Day/Year)	ERIE INDEMNITY CO [ERIE]	
(Last)	(First)	04/17/2007		
100 STATE STREET, SUITE 440			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	04/20/2007
ERIE, PA 165071456			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	5,100 ⁽¹⁾	D	À
Class A Common Stock	10,092,900 ⁽¹⁾	I	Family L.P. ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
Class B Common Stock ⁽¹⁾	Â ⁽³⁾	Â ⁽³⁾ Class A Common Stock ⁽⁴⁾	7,200	\$ ⁽³⁾	D Â
Class B Common Stock ⁽¹⁾	Â ⁽³⁾	Â ⁽³⁾ Class A Common Stock ⁽⁴⁾	2,400	\$ ⁽³⁾	I Family L.P. ⁽²⁾

Reporting Owners

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

Signatures

By: Linda A. Etter, Power of Attorney
Date: 05/01/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 reporting person's wife, Susan Hirt Hagen, an ERIE Director, 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.
- (2) These shares are held by the Hagen Family Limited Partnership of which the reporting person is a Limited Partner and the General Partner with the sole powers of investment and voting.
- (3) 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.
- (4) 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.

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.