



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

March 9, 2011

Terrence W. Cavanaugh  
President and Chief Executive Officer  
Erie Indemnity Company  
100 Erie Insurance Place  
Erie, Pennsylvania 16530

**Re: Erie Indemnity Company  
Information Statement Pursuant to Section 14(c) of the  
Securities Exchange Act of 1934  
Filed March 1, 2011  
File No. 000-24000**

Dear Mr. Cavanaugh:

We have completed our review of your filing and do not have any further comments at this time.

Sincerely,

Jeffrey Riedler  
Assistant Director

cc: Michael C. Donlon (Jaeckle Fleishmann & Mugel, LLP)