

UGI CORP /PA/
Form 4
August 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
Beard Robert F.

(Last) (First) (Middle)
460 NORTH GULPH ROAD
(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UGI CORP /PA/ [UGI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO of subsidiary

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
UGI Common Stock	08/02/2013		M	1,500	A	\$ 27.31	8,266	D
UGI Common Stock	08/02/2013		F ⁽¹⁾	1,136	D	\$ 42.49	7,130	D
UGI Common Stock	08/02/2013		M	3,300	A	\$ 29.41	10,430	D
UGI Common	08/02/2013		F ⁽²⁾	2,610	D	\$ 42.49	7,820	D

Stock									
UGI Common Stock	08/02/2013		M	11,000	A	\$ 29.4	18,820		D
UGI Common Stock	08/02/2013		F ⁽³⁾	8,700	D	\$ 42.49	10,120		D
UGI Common Stock							3,513		I 401(k) Plan

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 27.31	08/02/2013		M	1,500	07/15/2013	07/14/2020	UGI Common Stock	1,500
Option (Right to Buy)	\$ 29.41	08/02/2013		M	3,300	<u>(4)</u>	09/04/2021	UGI Common Stock	3,300
Option (Right to Buy)	\$ 29.4	08/02/2013		M	11,000	<u>(5)</u>	12/31/2021	UGI Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
President & CEO of subsidiary

Beard Robert F.
460 NORTH GULPH ROAD
KING OF PRUSSIA, PA 19406

Signatures

Jessica A. Milner, Attorney-In-Fact for Robert F.
Beard

08/06/2013

__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 shares were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the vesting of awards made in 2010.
- (2) The shares were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the vesting of awards made in 2011.
- (3) The shares were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the vesting of awards made in 2012.
- (4) The option provides for vesting in three equal annual installments, beginning on January 1, 2013.
- (5) The option provides for vesting in three equal annual installments, beginning on September 5, 2012.

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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