

Form

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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 Indirect Beneficial Ownership
 (Instr. 4) Code V Amount(A) or (D) Price UGI Common Stock 01/21/2015 M 15,000 A \$ 0 34,221 D UGI Common
 Stock 01/21/2015 F⁽¹⁾ 4,929 D \$ 37.98 29,292 D

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

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.

SEC 1474
 (9-02)

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)	Amount or Number of Shares
Performance Units	\$ 0	01/21/2015		M	15,000 <u>(2)</u>	<u>(3)</u> 12/31/2014	UGI Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaudiosi Monica M 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406			VP, Gen. Counsel & Secretary	

Signatures

/s/ Jessica A. Milner, Attorney-in-Fact for Monica M. Gaudiosi 01/23/2015

__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 income tax liability associated with the vesting of awards made in 2012.
- (2) This number reflects the September 5, 2014 3-for-2 stock split.

Effective April 23, 2012, the reporting person was granted Performance Units under the UGI Corporation 2004 Omnibus Plan. Each

- (3) Performance Unit represents the right of the recipient to receive a share of Common Stock or an amount based on the value of a share of Common Stock, if specified performance goals and other conditions are met.

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.