

CUZZOLINA MICHAEL J

Form 4

May 01, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CUZZOLINA MICHAEL J

(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)

04/30/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President - Accounting

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
UGI Common Stock	04/30/2007		M	6,666	A \$ 20.48 86,104	D	
UGI Common Stock	04/30/2007		S	6,666	D \$ 28.704 79,438	D	
UGI Common Stock	04/30/2007		M	16,000	A \$ 20.47 95,438	D	
UGI Common	04/30/2007		S	16,000	D \$ 28.704 79,438	D	

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Stock

UGI Common Stock	04/30/2007	M	20,000	A	\$ 16.985	99,438	D
UGI Common Stock	04/30/2007	S	20,000	D	\$ 28.704	79,438	D
UGI Common Stock	04/30/2007	M	13,000	A	\$ 12.565	92,438	D
UGI Common Stock	04/30/2007	S	13,000	D	\$ 28.704	79,438	D

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

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(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)	8. Amount or Number of Shares
Option (right to buy)	\$ 12.565	04/30/2007		M	13,000	<u>(1)</u> 12/31/2012	UGI Common Stock	13,000
Option (right to buy)	\$ 16.985	04/30/2007		M	20,000	<u>(2)</u> 12/31/2013	UGI Common Stock	20,000
Option (right to buy)	\$ 20.47	04/30/2007		M	16,000	<u>(3)</u> 12/31/2014	UGI Common Stock	16,000
Option (right to buy)	\$ 20.48	04/30/2007		M	6,666	<u>(4)</u> 12/31/2015	UGI Common Stock	6,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUZZOLINA MICHAEL J 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406			Vice President - Accounting	

Signatures

By: Margaret M. Calabrese For: Michael J.
Cuzzolina

05/01/2007

__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 option granted under the UGI Corporation 1997 Stock Option and Dividend Equivalent Plan. The option becomes exercisable in three equal annual installments beginning on the first anniversary of the grant date.
- (2) These options vest in three equal annual installments beginning on January 1, 2005.
- (3) These options vest in three equal annual installments beginning on January 1, 2006.
- (4) These options vest in three equal annual installments beginning on January 1, 2007.

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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