

WHELAN KAREN M L
Form 5
April 29, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WHELAN KAREN M L

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL CORP /VA/ [UVV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

9201 FOREST HILL AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Treasurer

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

6. Individual or Joint/Group Reporting

(check applicable line)

RICHMOND, VA 23235

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| common stock | Â | Â | Â | Â | 55,984 ⁽¹⁾ | D | Â |

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)

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| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| stock appreciation rights ⁽²⁾ | \$ 36.03 | Â | Â | Â | Â | Â | 06/13/2007 | 06/13/2016 | Common stock | 8,000 |
| stock appreciation rights ⁽²⁾ | \$ 62.66 | Â | Â | Â | Â | Â | 05/24/2008 | 05/24/2017 | Common stock | 9,600 |
| stock appreciation rights ⁽²⁾ | \$ 51.32 | Â | Â | Â | Â | Â | 05/28/2009 | 05/28/2018 | Common stock | 6,400 |
| stock appreciation rights ⁽²⁾ | \$ 35.3 | Â | Â | Â | Â | Â | 05/27/2010 | 05/27/2019 | Common stock | 13,800 |
| stock appreciation rights ⁽²⁾ | \$ 39.71 | Â | Â | Â | Â | Â | 06/08/2011 | 06/08/2020 | Common stock | 7,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHELAN KAREN M L 9201 FOREST HILL AVENUE RICHMOND, VA 23235 | Â | Â | Â VP & Treasurer | Â |

Signatures

Karen M. L. Whelan, by Terri L. Marks, Power of Attorney 04/29/2011

__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)

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includes 12,400 restricted stock units and 1,597 dividend units on the restricted stock units. The restricted stock units and the dividend units vest of the fifth anniversary of the award date, however payment will be delayed until termination of service if the individual is a covered employee under code section 162(m) on the date of vesting.

- (2) after a 12 month period of the grant date, 1/3 total shares are exercisable and an additional 1/3 for each anniversary date after tht for 3 such periods.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.