

UNIVERSAL CORP /VA/
Form 4
June 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
FREEMAN GEORGE C III

(Last) (First) (Middle)
9201 FOREST HILL AVENUE
(Street)

RICHMOND, VA 23235

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2015

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)
Chairman, President & CEO

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)	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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/01/2015		G ⁽¹⁾	V 200 D \$ 0	218,053	D	
Common Stock	06/01/2015		G ⁽²⁾	V 200 D \$ 0	217,853	D	
Common Stock	06/01/2015		G ⁽³⁾	V 200 D \$ 0	217,653	D	
Common Stock	06/01/2015		G	V 1,000 D \$ 0	216,653 ⁽⁴⁾	D	
Common Stock	06/01/2015		G ⁽¹⁾	V 200 A \$ 0	200	I	By oldest daughter

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(1) This transaction involved a gift of securities by the reporting person to his oldest daughter, who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed as an admission that the reporting person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.

(2) This transaction involved a gift of securities by the reporting person to his youngest daughter, who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed as an admission that the reporting person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.

(3) Transfer to reporting person as custodian for son under Uniform Gifts to Minors Act. The reporting person disclaims beneficial ownership of these shares, and this report should not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(4) Includes 106,613 restricted stock units and 15,314 dividend units on the restricted stock units. The restricted stock units and the dividend units vest on 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.

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.