

UGI CORP /PA/
Form 4
August 08, 2013

FORM 4

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

OMB APPROVAL

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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 *
Sheridan Jerry E

(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)
08/06/2013

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
UGI Common Stock	08/06/2013		M		17,000	A	\$ 27.25
UGI Common Stock	08/06/2013		F ⁽¹⁾		12,885	D	\$ 42.22
UGI Common Stock	08/06/2013		M		15,000	A	\$ 27.57
UGI Common	08/06/2013		F ⁽¹⁾		11,447	D	\$ 42.22
							7,668

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Stock									
UGI Common Stock	08/06/2013		M	18,000	A	\$ 20.48	25,668	D	
UGI Common Stock	08/06/2013		F ⁽¹⁾	11,673	D	\$ 42.22	13,995	D	
UGI Common Stock	08/06/2013		M	18,000	A	\$ 27.28	31,995	D	
UGI Common Stock	08/06/2013		F ⁽¹⁾	13,652	D	\$ 42.22	18,343	D	
UGI Common Stock							1,264	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy)	\$ 27.25	08/06/2013		M	17,000	01/01/2011 12/31/2017	UGI Common Stock	17,000	
Option (Right to Buy)	\$ 27.57	08/06/2013		M	15,000	08/15/2008 08/14/2015	UGI Common Stock	15,000	
Option (Right to Buy)	\$ 20.48	08/06/2013		M	18,000	01/01/2009 12/31/2015	UGI Common Stock	18,000	

Option (Right to Buy)	\$ 27.28	08/06/2013	M	18,000	01/01/2010	12/31/2016	UGI Common Stock	18,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheridan Jerry E 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406			President & CEO	

Signatures

Jessica A. Milner, Attorney-In-Fact for Jerry E. Sheridan	08/08/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 of stock were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the transaction.

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.