

UNIVERSAL CORP /VA/  
Form 8-K  
May 31, 2005

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 8-K

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#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: May 24, 2005

*(Date of earliest event reported)*

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## UNIVERSAL CORPORATION

*(Exact Name of Registrant as Specified in its Charter)*

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**Virginia**  
*(State or Other Jurisdiction*  
  
*of Incorporation)*

**1-652**  
*(Commission File Number)*

**54-0414210**  
*(IRS Employer*  
  
*Identification No.)*

**1501 North Hamilton Street**

**Richmond, Virginia**  
*(Address of Principal Executive Offices)*

**23230**  
*(Zip Code)*

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Registrant's telephone number, including area code: (804) 359-9311

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On May 24, 2005, the Executive Compensation, Nominating and Corporate Governance Committee of the Board of Directors (the Compensation Committee ) of Universal Corporation (the Company ) took the following actions relating to executive compensation:

Restricted Stock Awards. The Compensation Committee approved the award of restricted stock to certain senior executives of the Company pursuant to the Universal Corporation 2002 Executive Stock Plan. The following Named Executive Officers of the Company received restricted stock awards: Allen B. King, Hartwell H. Roper, James H. Starkey, III and William L. Taylor. A form Restricted Stock Agreement applicable to such awards is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Stock Appreciation Rights Awards. The Compensation Committee approved the award of stock appreciation rights to certain senior executives of the Company pursuant to the Universal Corporation 2002 Executive Stock Plan. The following Named Executive Officers of the Company received stock appreciation rights awards: Allen B. King, Hartwell H. Roper, James H. Starkey, III and William L. Taylor. A form Stock Appreciation Right Agreement applicable to such awards is attached hereto as Exhibit 99.2 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<u>No.</u>	<u>Description</u>
99.1	Form Restricted Stock Agreement dated May 24, 2005.*
99.2	Form Stock Appreciation Right Agreement dated May 24, 2005.*

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\* Filed Herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNIVERSAL CORPORATION  
(Registrant)

Date: May 31, 2005

By: /s/ George C. Freeman, III

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George C. Freeman, III  
General Counsel and Secretary

**Exhibit Index**

**Exhibit**

<u>Number</u>	<u>Document</u>
99.1	Form Restricted Stock Agreement dated May 24, 2005.*
99.2	Form Stock Appreciation Rights Agreement dated May 24, 2005.*

\* Filed Herewith