UGI CORP /PA/ Form 4 August 06, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

1. Name and Address of Reporting Person ** GREENBERG LON R			2. Issuer Name and Ticker or Trading Symbol UGI CORP /PA/ [UGI]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle) 3. Date of Earliest Transaction	3. Date of Earliest Transaction	(Check all applicable)				
460 NORTH GULPH ROAD			(Month/Day/Year) 08/02/2013	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
KING OF PR	RUSSIA, PA	. 19406	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
UGI Common Stock	08/02/2013		M	100,000	A	\$ 27.25	434,063	D	
UGI Common Stock	08/02/2013		F(1)	80,663	D	\$ 42.49	353,400	D	
UGI Common Stock	08/02/2013		M	280,000	A	\$ 27.28	633,400	D	
UGI Common Stock	08/02/2013		F(2)	225,965	D	\$ 42.49	407,435	D	

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

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Option (Right to Buy)	\$ 27.25	08/02/2013		M		100,000	01/01/2011	03/31/2016	UGI Common Stock	100,000
Option (Right to Buy)	\$ 27.28	08/02/2013		M		280,000	01/01/2010	03/31/2016	UGI Common Stock	280,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GREENBERG LON R

460 NORTH GULPH ROAD X

460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406

Signatures

Jessica A. Milner, Attorney-In-Fact for Lon R.

Greenberg

08/06/2013

**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 shares were withheld by the issuer to satisfy the director's exercise price and income tax liability associated with the transaction.
- (2) The shares were withheld by the issuer to satisfy the director'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.

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