

UGI CORP /PA/  
Form 4  
August 06, 2013

**FORM 4**

**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).

**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 \*  
Beard Robert F.

(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)  
08/02/2013

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 of subsidiary

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                | 08/02/2013                           |  | M                              |   | 1,500   | A  | \$ 27.31  |
| UGI Common Stock                | 08/02/2013                           |  | F <sup>(1)</sup>               |   | 1,136   | D  | \$ 42.49  |
| UGI Common Stock                | 08/02/2013                           |  | M                              |   | 3,300   | A  | \$ 29.41  |
| UGI Common                      | 08/02/2013                           |  | F <sup>(2)</sup>               |   | 2,610   | D  | \$ 42.49  |

|                        |            |  |                  |        |   |             |        |  |                     |
|------------------------|------------|--|------------------|--------|---|-------------|--------|--|---------------------|
| Stock                  |            |  |                  |        |   |             |        |  |                     |
| UGI<br>Common<br>Stock | 08/02/2013 |  | M                | 11,000 | A | \$ 29.4     | 18,820 |  | D                   |
| UGI<br>Common<br>Stock | 08/02/2013 |  | F <sup>(3)</sup> | 8,700  | D | \$<br>42.49 | 10,120 |  | D                   |
| UGI<br>Common<br>Stock |            |  |                  |        |   |             | 3,513  |  | I<br>401(k)<br>Plan |

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

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(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. 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) |                        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                  | Amount or Number of Shares |
| Option (Right to Buy)                      | \$ 27.31   | 08/02/2013                           |  | M                              | 1,500   | 07/15/2013   | 07/14/2020  | UGI<br>Common<br>Stock | 1,500                      |
| Option (Right to Buy)                      | \$ 29.41   | 08/02/2013                           |  | M                              | 3,300   | <u>(4)</u>   | 09/04/2021  | UGI<br>Common<br>Stock | 3,300                      |
| Option (Right to Buy)                      | \$ 29.4  | 08/02/2013                           |  | M                              | 11,000  | <u>(5)</u>   | 12/31/2021  | UGI<br>Common<br>Stock | 11,000                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                               |       |
|--------------------------------|---------------|-----------|-------------------------------|-------|
|                                | Director      | 10% Owner | Officer                       | Other |
|                                |               |           | President & CEO of subsidiary |       |

Beard Robert F.  
460 NORTH GULPH ROAD  
KING OF PRUSSIA, PA 19406

## Signatures

Jessica A. Milner, Attorney-In-Fact for Robert F.  
Beard

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 officer's exercise price and income tax liability associated with the vesting of awards made in 2010.
- (2) The shares were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the vesting of awards made in 2011.
- (3) The shares were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the vesting of awards made in 2012.
- (4) The option provides for vesting in three equal annual installments, beginning on January 1, 2013.
- (5) The option provides for vesting in three equal annual installments, beginning on September 5, 2012.

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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