

UGI CORP /PA/
Form 4
February 10, 2014

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)
02/06/2014

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)	(A) or (D)	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	Price		
UGI Common Stock	02/06/2014		M		21,000	\$ 24.42	21,000	D
UGI Common Stock	02/06/2014		F ⁽¹⁾		15,065	\$ 41.77	5,935	D
UGI Common Stock	02/06/2014		M		22,000	\$ 24.19	27,935	D
UGI Common	02/06/2014		F ⁽¹⁾		15,679	\$ 41.77	12,256	D

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Stock									
UGI Common Stock	02/06/2014		M	22,000	A	\$ 31.58	34,256		D
UGI Common Stock	02/06/2014		F(1)	18,336	D	\$ 41.77	15,920		D
UGI Common Stock	02/06/2014		M	20,000	A	\$ 29.4	35,920		D
UGI Common Stock	02/06/2014		F(1)	15,957	D	\$ 41.77	19,963		D
UGI Common Stock	02/06/2014		M	14,000	A	\$ 28.04	33,963		D
UGI Common Stock	02/06/2014		F(1)	10,858	D	\$ 41.77	23,105		D
UGI Common Stock							1,280	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 24.42	02/06/2014		M	21,000	01/01/2012	12/31/2018	UGI Common Stock	21,000

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Option (Right to Buy)	Price	Grant Date	Exercise	Quantity	Start Date	End Date	Stock Type	Quantity
Option (Right to Buy)	\$ 24.19	02/06/2014	M	22,000	01/01/2013	12/31/2019	UGI Common Stock	22,000
Option (Right to Buy)	\$ 31.58	02/06/2014	M	22,000	01/01/2014	12/31/2020	UGI Common Stock	22,000
Option (Right to Buy)	\$ 29.4	02/06/2014	M	20,000	(2)	12/31/2021	UGI Common Stock	20,000
Option (Right to Buy)	\$ 28.04	02/06/2014	M	14,000	(3)	03/02/2022	UGI Common Stock	14,000

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 of subsidiary	

Signatures

/s/ Jessica A. Milner, Attorney-in-Fact for Jerry E. Sheridan 02/10/2014

__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 of stock were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the transaction.
- (2) The option provides for vesting in three equal annual installments beginning on January 1, 2013.
- (3) The option provides for vesting in three equal annual installments beginning on March 3, 2013.

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.