

AICHELE WILLIAM S
 Form 5
 February 02, 2011

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 AICHELE WILLIAM S

2. Issuer Name and Ticker or Trading Symbol
 UNIVEST CORP OF PENNSYLVANIA [UVSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 Director, Chairman, Pres & CEO

1401 RICKERT ROAD
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

PERKASIE, PA 18944

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common | Â | Â | Â | Â Â Â | 110,883.1952 (1) (2) | D | Â |
| Common Stock (Restricted shares subject to vesting) | Â | Â | Â | Â Â Â | 26,684 | D | Â |
| Common | Â | Â | Â | Â Â Â | 9,623.11 (3) | I | |

Trustee -
Deferred
Salary
Savings
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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Options (Right to Buy) | \$ 28.27 | Â | Â | Â | Â | Â | 12/31/2005 | 12/31/2013 | Common | 3,5 |
| Non-Qualified Stock Options (Right to Buy) | \$ 28.27 | Â | Â | Â | Â | Â | 12/31/2005 | 12/31/2013 | Common | 16,6 |
| Incentive Stock Options (Right to Buy) | \$ 24.27 | Â | Â | Â | Â | Â | 12/30/2007 | 12/30/2015 | Common | 2,8 |
| Non-Qualified Stock Options (Right to Buy) | \$ 24.27 | Â | Â | Â | Â | Â | 12/30/2007 | 12/30/2015 | Common | 12,1 |
| Incentive Stock Options (Right to Buy) | \$ 21.11 | Â | Â | Â | Â | Â | 12/31/2009 | 12/31/2017 | Common | 20,2 |
| Non-Qualified Stock Options (Right to Buy) | \$ 21.11 | Â | Â | Â | Â | Â | 12/31/2009 | 12/31/2017 | Common | 6,7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| AICHELE WILLIAM S 1401 RICKERT ROAD PERKASIE, PA 18944 | X | | | Director, Chairman, Pres & CEO |

Signatures

Jeffrey M. Schweitzer 02/02/2011

__Signature of Date
Reporting Person

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) DOES INCLUDE 5,511.1952 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (2) DOES INCLUDE 26,684 SHARES OF RESTRICTED STOCK.
- (3) TRUSTEE'S ALLOCATED PECUNIARY INTEREST IN THE SHARES HELD IN THE DEFERRED SALARY SAVINGS PLAN.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.