UNITED STATES SECURITIES AND EXCHANGE COMMISSION

YOUNG JOHN U Form 5

February 06, 2009 **FORM 5**

OMB APPROVAL

3235-0362

OMB

Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue.

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Ad YOUNG JOH	dress of Reporting Pe HN U	Symbol UNIVES	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) (Mi	(Month/Da	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008			_	X_ Director 10% Owner Officer (give title Other (specify below)			
214 HIGHLA	AND AVENUE	12/31/20	,00							
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			riginal		6. Individual or Joint/Group Reporting				
		2 2 (Tiled(Mondi/Day/Teal)				(check applicable line)			
SOUDERTO	N, PA 18964					_	X_ Form Filed by 0 Form Filed by Merson	One Reporting Pe More than One Re		
(City)	(State) (Z	Table Table	e I - Non-Deriv	ative Secu	rities	Acquii	ed, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securi Acquired Disposed (Instr. 3,	d (A) od of (D) 4 and (A) or))	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	10,493	D	Â	
COMMON	Â	Â	Â	Â	Â	Â	7,114	I	Spouse	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: YOUNG JOHN U - Form 5

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. 6. Date Exern Number of Expiration D of (Month/Day/ Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Am Underlying Sec (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK	Â	Â	Â	Â	Â	(2)	(2)	COMMON	5,333.93

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
YOUNG JOHN U 214 HIGHLAND AVENUE SOUDERTON, PA 18964	ÂΧ	Â	Â	Â			

Signatures

Jeffrey M.
Schweitzer

**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).
- THE PHANTOM STOCK UNITS WERE ACCRUED UNDER THE UNIVEST DIRECTORS DEFERRED COMPENSATION PLAN
 (1) ON VARIOUS DATES DURING 2008 AT PRICES RANGING FROM \$20.21 TO \$35.975 PER UNIT; 1 FOR 1 EXCHANGE AT RETIREMENT.
- (2) PHANTOM STOCK RIGHTS ARE EXERCISABLE AT RETIREMENT.

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.

Reporting Owners 2