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UNIVEST CORP OF PENNSYLVANIA

Form 5

February 06, 2009

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 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 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HOCHSTETLER KENNETH D Symbol UNIVEST CORP OF (Check all applicable) PENNSYLVANIA [UVSP] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X _ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2008 Senior Executive VP 318 HIGHLAND AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) SOUDERTON, Â PAÂ 18964 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of (Month/Day/Year) Execution Date, if Transaction Indirect Security Acquired (A) or Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Direct (D) Ownership (Instr. 8) (Instr. 4) or Indirect of Issuer's (A) Fiscal Year (I) or (Instr. 3 and 4) (Instr. 4) (D) Price Amount 9,566.0562 Â Â Â Â Â Â **COMMON** D (1)(2)Persons who respond to the collection of information Reminder: Report on a separate line for each class of SEC 2270 securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

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

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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)		vative rities uired or osed O) r. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
STOCK OPTIONS	\$ 28.2667	Â	Â	Â	Â	Â	12/31/2005	12/31/2013	COMMON	2,100
STOCK OPTIONS	\$ 24.27	Â	Â	Â	Â	Â	12/30/2007	12/30/2015	COMMON	3,000
STOCK OPTIONS	\$ 21.11	Â	Â	Â	Â	Â	12/31/2009	12/31/2017	COMMON	6,000
STOCK OPTIONS	\$ 32.14	Â	Â	Â	Â	Â	12/31/2009	12/31/2017	COMMON	1,000
STOCK OPTIONS	\$ 22.9	Â	Â	Â	Â	Â	01/31/2010	01/31/2018	COMMON	380

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
HOCHSTETLER KENNETH D 318 HIGHLAND AVENUE SOUDERTON, PA 18964	Â	Â	Senior Executive VP	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).
- (1) DOES INCLUDE 1,650.0592 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (2) DOES INCLUDE 1,046 SHARES OF RESTRICTED STOCK.
- (3) DOES INCLUDE 666 SHARES OF RESTRICTED STOCK.

Reporting Owners 2

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(4) DOES INCLUDE 304 SHARES OF RESTRICTED STOCK.

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.