

UNIVEST CORP OF PENNSYLVANIA
 Form 5
 January 21, 2015

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 *
 Jackson Philip C.

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)
 12/31/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Corporate Banking

4140 LALIQUE LN
 (Street)

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

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

CENTER VALLEY, PA 18034

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 Stock (Restricted Shares Subject to Vesting) | | | | (A) or (D) Price | 29,940.2474 (1) (2) | D | |
| | | | | | 12,938 | D | |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Options (Right to Buy) | \$ 24.27 | Â | Â | Â | Â | Â | 12/30/2007 | 12/30/2015 | Common | 1,000 |
| Incentive Stock Options (Right to Buy) | \$ 21.11 | Â | Â | Â | Â | Â | 12/31/2009 | 12/31/2017 | Common | 6,000 |
| Incentive Stock Options (Right to Buy) | \$ 17.235 | Â | Â | Â | Â | Â | 01/31/2013 | 01/31/2021 | Common | 2,000 |
| Incentive Stock Options (Right to Buy) | \$ 14.8 | Â | Â | Â | Â | Â | 01/31/2014 | 01/31/2022 | Common | 2,000 |
| Incentive Stock Options (Right to Buy) | \$ 16.88 | Â | Â | Â | Â | Â | 01/31/2015 | 01/31/2023 | Common | 4,500 |
| Incentive Stock Options | \$ 18.78 | Â | Â | Â | Â | Â | 01/31/2016 | 01/31/2024 | Common | 4,500 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jackson Philip C. 4140 LALIQUE LN CENTER VALLEY, PA 18034 | Â | Â | Â President, Corporate Banking | Â |

Signatures

Michael S. Keim 01/21/2015

__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 12,938 SHARES OF RESTRICTED STOCK.
 - (2) DOES INCLUDE 3,085.2474 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT 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.