

UNIVERSAL CORP /VA/  
Form 4  
February 26, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
WHELAN KAREN M L

(Last) (First) (Middle)  
1501 N HAMILTON STREET  
(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UNIVERSAL CORP /VA/ [UVV]

3. Date of Earliest Transaction (Month/Day/Year)  
02/23/2007

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)  
Treasurer

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)	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 or Price		
Common Stock	02/23/2007	02/23/2007	M		13,536 A \$ 42.8	D	
Common Stock	02/23/2007	02/23/2007	M		22,747 A \$ 43.08	D	
Common Stock	02/23/2007	02/23/2007	M		26,532 A \$ 47.28	D	
Common Stock	02/23/2007	02/23/2007	M		10,783 A \$ 48.21	D	
Common Stock	02/23/2007	02/23/2007	M		11,250 A \$ 46.34	D	

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Common Stock	02/13/2007	02/13/2007	I	4,751	D	\$ 55.03	80,097	D
Common Stock	02/23/2007	02/23/2007	S	80,097	D	\$ 55.03	0	D

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

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SEC 1474  
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to buy common stock	\$ 42.82	02/23/2007	02/23/2007	M	13,536	12/17/2003 12/05/2012	Common Stock <sup>(1)</sup>	13,536	
Options to buy common stock	\$ 43.08	02/23/2007	02/23/2007	M	22,747	06/17/2004 12/05/2012	Common Stock <sup>(1)</sup>	22,747	
Options to buy common stock	\$ 47.28	02/23/2007	02/23/2007	M	11,737	12/17/2004 12/05/2012	Common Stock <sup>(1)</sup>	11,737	
Options to buy common stock	\$ 47.28	02/23/2007	02/23/2007	M	14,795	12/17/2004 12/02/2009	Common Stock <sup>(1)</sup>	14,795	
Options to buy common stock	\$ 48.21	02/23/2007	02/23/2007	M	4,698	06/17/2005 12/02/2009	Common Stock <sup>(1)</sup>	4,698	
Options to buy	\$ 48.21	02/23/2007	02/23/2007	M	6,085	06/17/2005 12/05/2012	Common Stock <sup>(1)</sup>	6,085	

common  
stock

Options to buy common stock	\$ 46.34	02/23/2007	02/23/2007	M	11,250	12/31/2005	05/23/2015	Common Stock <u>(1)</u>	11,250
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHELAN KAREN M L 1501 N HAMILTON STREET RICHMOND, VA 23230			Treasurer	

## Signatures

Karen M. L. Whelan, by Terri L. Marks, Power of Attorney	02/26/2007
**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) options issued under the Executive Stock Plan

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.