Athwal Davinder S Form 4 January 26, 2010

## FORM 4

# 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Athwal Davinder S Issuer Symbol UGI CORP /PA/ [UGI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title 460 NORTH GULPH ROAD 01/22/2010 below) Chief Accounting Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

KING OF P	PRUSSIA, PA 19		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr 3)		anv	Code	(Instr. 3. A and 5)	Reneficially	(D) or	Reneficial

Ownership 7. I tatale of
rm: Direct Indirect
or Beneficial
direct (I) Ownership
str. 4) (Instr. 4)

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

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SEC 1474

(9-02)

#### Edgar Filing: Athwal Davinder S - Form 4

## 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. Transactic Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units	\$ 0	01/22/2010		M		1,333	(2)	12/31/2009	UGI Common Stock	1,333

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Athwal Davinder S 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406

Chief Accounting Officer

## **Signatures**

Margaret M. Calabrese, Attorney-In-Fact for Davinder S. Athwal

01/26/2010

\*\*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) The shares were withheld by the issuer to satisfy the officer's income tax liability associated with the vesting of an award made in 2009.
  - Effective January 1, 2009, the reporting person was granted Performance Units under the UGI Corporation 2004 Omnibus Equity
- (2) Compensation Plan. Each Performance Unit represents the right of the recipient to receive a share of Stock or an amount based on the value of a share of Stock, if specified performance goals and other conditions are met.

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.

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