Athwal Davinder S Form 4 January 19, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB asset

OMB APPROVAL

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

Section 16.
Form 4 or
Form 5
obligations
obligations
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

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Athwal Davinder S

Athwal Davinder S

(Last)

(City)

(Zip)

(First) (Middle)

460 NORTH GULPH ROAD

(Street)

(State)

KING OF PRUSSIA, PA 19406

2. Issuer Name **and** Ticker or Trading 5. Rel

Symbol
UGI CORP /PA/ [UGI]

3. Date of Earliest Transaction

(Month/Day/Year) 01/18/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner __X_ Officer (give title ____ Other (specify below)

below)
Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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) Execution any (Month/		4. Securi ion(A) or D (Instr. 3,	ispose 4 and	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	V Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
UGI Common Stock	01/18/2011	M	2,667	A	\$ 0	3,524	D	
UGI Common Stock	01/18/2011	F <u>(1)</u>	846	D	\$ 31.58	2,678	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)

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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)	(A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units	\$ 0	01/18/2011		M		2,667	(2)	12/31/2010	UGI Common Stock	2,667

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

01/19/2011

**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 2008.
 - Effective January 1, 2008, 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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