#### Edgar Filing: UGI CORP /PA/ - Form 4

UGI CORP Form 4 February 02										
<b>FORN</b> Check th if no lor subject to Section Form 4 Form 5 obligation may cor <i>See</i> Inst 1(b).	<b>A 4</b> UNITED his box nger to 16. or 57 Filed pur Section 17(	<b>MENT OF</b> rsuant to S (a) of the I	Wa F CHAN Section 1 Public U	Ishington NGES IN SECU 16(a) of t Jtility Ho	n, D.C. 20 N BENEF (RITIES) the Securi	)549 TICIA ties E npan	<b>LOWN</b> Exchange y Act of 1	OMMISSION ERSHIP OF Act of 1934, 935 or Section	OMB Number: Expires: Estimated a burden hour response	
1. Name and	Address of Reporting ROBERT H	Person <u>*</u>	2. Issue Symbol	er Name <b>a</b> l	nd Ticker of	r Tradi	0	5. Relationship of I ssuer	Reporting Pers	on(s) to
(Last) 460 NORT	3. Date of	Day/Year)	Transaction			(Check all applicable) Director 10% Owner _XOfficer (give title Other (specify below) VP and General Counsel				
KING OF 1	(Street) PRUSSIA, PA 19	406		endment, l onth/Day/Ye	Date Origina ear)	al	- - -	<ul> <li>Individual or Joi</li> <li>Applicable Line)</li> <li>X_ Form filed by Or</li> <li> Form filed by Mo</li> <li>erson</li> </ul>	ne Reporting Per	son
(City)	(State)	(Zip)	Tab	ole I - Non	-Derivative	Secu		red, Disposed of,	or Beneficiall	v Owned
1.Title of Security (Instr. 3)		ansaction Date 2A. Deemed			4. Securit iomr Dispos (Instr. 3, 4	ies Ac ed of ( 4 and 5 (A) or	quired (A) (D) (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)
UGI Common Stock	01/31/2011			S	7 Amount 18,000	(D) D	Price \$ 31.533 (1)	10,105	D	
UGI Common Stock	02/01/2011			М	33,333	А	\$ 24.42	43,438	D	
UGI Common Stock	02/01/2011			S	33,333	D	\$ 31.5297 (2)	10,105	D	
UGI Common	02/01/2011			М	19,000	А	\$ 24.19	29,105	D	

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Stock							
UGI Common Stock	02/01/2011	S	19,000	D	\$ 31.5953 (3)	10,105	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless 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)

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)	5. Number of ctiorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date7. Title and Ar Underlying Se (Instr. 3 and 4)(Month/Day/Year)(Instr. 3 and 4)		Securities	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 24.42	02/01/2011		М		33,333	01/01/2011	12/31/2018	UGI Common Stock	33,333
Option (right to buy)	\$ 24.19	02/01/2011		М		19,000	01/01/2011	12/31/2019	UGI Common Stock	19,000

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>			Relationships							
r o o	Director	10% Owner	Officer	Other						
KNAUSS ROBERT H 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406			VP and General Counsel							
Signatures										
Margaret M. Calabrese, Attorney- Knauss	02/02/2011									

\*\*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).
- The shares of stock with respect to this transaction were sold at prices ranging from \$31.50 to \$31.69. Upon request, UGI Corporation
   (1) will provide to the Securities and Exchange Commission staff or a security holder of UGI Corporation, full information regarding the number of shares sold at each separate price.
- The shares of common stock with respect to this transaction were sold at prices ranging from \$31.50 to \$31.58. Upon request, UGI(2) Corporation will provide to the Securities and Exchange Commission staff or security holder of UGI Corporation, full information regarding the number of shares sold at each separate price.
- The shares of common stock with respect to this transaction were sold at prices ranging from \$31.58 to \$31.60 Upon request, UGI
- (3) Corporation will provide to the Securities and Exchange Commission staff or security holder of UGI Corporation, full information regarding the number of shares sold at each separate price.

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.