

AICHELE WILLIAM S
 Form 4
 February 03, 2009

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 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 *
 AICHELE WILLIAM S

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)
 1401 RICKERT ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Director, Chairman, Pres & CEO

PERKASIE, PA 18944
 (City) (State) (Zip)

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

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 (D) Price			
COMMON	01/31/2009		A	7,500 (1) A \$ 0	90,536.269 (2) (3)	D	
COMMON	02/02/2008		A	2,305 (4) A \$ 0	92,841.269 (3) (5)	D	
COMMON	02/02/2009	02/05/2009	P	2,305 A \$ 24.4	95,146.269 (3) (5)	D	
COMMON					95,146.269 (3) (5)	D	
COMMON					9,370	I	TRUSTEE - DEFERRED SALARY

SAVINGS
PLAN

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.

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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)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		Other
AICHELE WILLIAM S 1401 RICKERT ROAD PERKASIE, PA 18944	X		Director, Chairman, Pres & CEO		

Signatures

Jeffrey M. Schweitzer 02/03/2009

**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) RESTRICTED STOCK AWARD; VESTED IN THREE (3) YEARS.
 - (2) DOES INCLUDE 12,836 SHARES OF RESTRICTED STOCK.
 - (3) DOES INCLUDE 3,066.269 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

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(4) RESTRICTED STOCK AWARD; VESTED IN FIVE (5) YEARS.

(5) DOES INCLUDE 15,141 SHARES OF RESTRICTED STOCK.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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