

UNIVEST CORP OF PENNSYLVANIA  
 Form 5  
 January 13, 2017

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Keim Michael 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2016

Director 10% Owner  
 Officer (give title below)  Other (specify below)  
 Senior EVP

52 CATHLEEN DR.  
 (Street)

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

6. Individual or Joint/Group Reporting (check applicable line)

RICHBORO, PA 18945

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common                          |                                      |  |                                | (A) or (D) Price  | 29,441.3512<br>(1) (2)   | D  |   |

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

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------|----------------------------|
|  |  |                                      |  |                                | (A)   | (D)  | Date Exercisable | Expiration Date   | Title  | Amount or Number of Shares |
| Incentive Stock Options (Right to Buy)     | \$ 16.88   | Â                                    | Â  | Â                              | Â   | Â  | 01/31/2015       | 01/31/2023  | Common | 667                        |
| Incentive Stock Options (Right to Buy)     | \$ 18.78   | Â                                    | Â  | Â                              | Â   | Â  | 01/31/2016       | 01/31/2024  | Common | 1,333                      |
| Incentive Stock Options (Right to Buy)     | \$ 18.52   | Â                                    | Â  | Â                              | Â   | Â  | 01/31/2017       | 01/31/2025  | Common | 4,500                      |
| Incentive Stock Options (Right to Buy)     | \$ 19.68   | Â                                    | Â  | Â                              | Â   | Â  | 01/31/2017       | 01/31/2026  | Common | 7,415                      |
| Non Qualified Stock Options (Right to Buy) | \$ 19.68   | Â                                    | Â  | Â                              | Â   | Â  | 01/31/2017       | 01/31/2026  | Common | 15                         |

## Reporting Owners

| Reporting Owner Name / Address    | Relationships |           |              |       |
|-----------------------------------|---------------|-----------|--------------|-------|
|                                   | Director      | 10% Owner | Officer      | Other |
| Keim Michael S<br>52 CATHLEEN DR. | Â             | Â         | Â Senior EVP | Â     |

RICHBORO, PA 18945

## Signatures

Michael S. Keim                      01/13/2017

\_\_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) DOES INCLUDE 11,724.3512 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (2) DOES INCLUDE 13,090 RESTRICTED SHARES SUBJECT TO VESTING.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.