

AICHELE WILLIAM S
 Form 4
 February 02, 2012

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)
 12/12/2011

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)
				(A) or (D) Code V Amount Price			
Common	12/12/2011	12/15/2011	G	2,200 D \$ 14.105	128,359.6116 (1) (2)	D	
Common	12/12/2011	12/15/2011	G	500 D \$ 13.99	127,859.6116 (2) (3)	D	
Common	12/29/2011	01/03/2012	G	2,000 D \$ 14.77	125,859.6116 (2) (3)	D	
Common	01/31/2012	01/31/2012	F	1,029 (4) D \$ 14.8	126,757.6065 (5) (6)	D	
Common Stock (Restricted)	01/31/2012		A	7,500 A \$ 0	133,228.6065 (5) (7)	D	

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shares
subject to
vesting)

Common	1,332,286,065 <u>(5) (7)</u>	D	
Common	12,065 <u>(8)</u>	I	Trustee - Deferred Salary Savings Plan

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

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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 (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. Amount or Number of Shares
Incentive Stock Options (Right to Buy)	\$ 14.8	01/31/2012		A	9,000	01/31/2014 01/31/2022	Common	9,000

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

02/02/2012

 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 4,422.6116 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (2) DOES INCLUDE 35,643 SHARES OF RESTRICTED STOCK.
- (3) DOES INCLUDE 3,922.6116 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (4) VESTED SHARES USED TO PAY TAXES
- (5) DOES INCLUDE 4,820.6065 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (6) DOES INCLUDE 32,363 SHARES OF RESTRICTED STOCK.
- (7) DOES INCLUDE 39,863 SHARES OF RESTRICTED STOCK.
- (8) TRUSTEE'S ALLOCATED PECUNIARY INTEREST IN THE SHARES HELD IN THE DEFERRED SALARY SAVINGS PLAN.

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.