

UGI CORP /PA/
Form 4
June 19, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BISSELL EUGENE V N

(Last) (First) (Middle)

460 NORTH GULPH ROAD

(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UGI CORP /PA/ [UGI]

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

06/18/2008

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 below) ____ Other (specify below)

President & CEO of Subsidiary,

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)	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)
UGI Common Stock	06/18/2008		M	34,667	A \$ 16.985	101,047	D
UGI Common Stock	06/18/2008		S	34,667	D <u>11</u>	66,380	D
UGI Common Stock	06/18/2008		M	96,000	A \$ 20.47	162,380	D
UGI Common	06/18/2008		S	96,000	D <u>11</u>	66,380	D

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Stock

UGI

Common Stock	06/18/2008	M	43,333	A	\$ 20.48	109,713	D
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UGI

Common Stock	06/18/2008	S	43,333	D	<u>(1)</u>	66,380	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Amount or Number of Shares
Option (right to buy)	\$ 16.985	06/18/2008		M	34,667	<u>(2)</u> 12/31/2013	UGI Common Stock	34,667
Option (right to buy)	\$ 20.47	06/18/2008		M	96,000	<u>(3)</u> 12/31/2014	UGI Common Stock	96,000
Option (right to buy)	\$ 20.48	06/18/2008		M	43,333	<u>(4)</u> 12/31/2015	UGI Common Stock	43,333

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BISSELL EUGENE V N
460 NORTH GULPH ROAD
KING OF PRUSSIA, PA 19406

President & CEO of Subsidiary,

Signatures

By: Margaret M. Calabrese For: Eugene V.N.
Bissell

06/19/2008

__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 sold at prices ranging from \$27.70 to \$28.115.
- (2) These options vest in three equal annual installments beginning on January 1, 2005.
- (3) These options vest in three equal annual installments beginning on January 1, 2006.
- (4) These options vest in three equal annual installments beginning on January 1, 2007.

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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