

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**
SEC Accession No. [0001181431-13-002802](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

GOCHNAUER RICHARD W

CIK: **1214315**

Type: **4** | Act: **34** | File No.: **001-11071** | Film No.: **13522972**

Mailing Address

*ONE PARKWAY NORTH
BOULEVARD
DEERFIELD IL 60015-2559*

ISSUER

UGI CORP /PA/

CIK: **884614** | IRS No.: **232668356** | State of Incorp.: **PA** | Fiscal Year End: **0930**
SIC: **4932** Gas & other services combined

Mailing Address

*460 NORTH GULPH ROAD
KING OF PRUSSIA PA 19406*

Business Address

*460 N GULPH RD
P O BOX 858
KING OF PRUSSIA PA 19406
6103371000*

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <u>GOCHNAUER RICHARD W</u> (Last) (First) (Middle) <u>460 NORTH GULPH ROAD</u> (Street) <u>KING OF PRUSSIA, PA 19406</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UGI CORP/PA [UGI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2013</u> 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price			
UGI Common Stock	01/08/2013		A		2,800	A	\$ 0	8,159	I	Benefit Plan ⁽¹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
UGI Common Stock	\$33.2	01/08/2013		A		8,500 ⁽²⁾		01/08/2013	01/07/2023	UGI Common Stock	8,500	\$ 0	8,500	D	

Explanation of Responses:

1. Effective January 8, 2013, the reporting person was granted Stock Units under the Amended and Restated UGI Corporation 2004 Omnibus Equity Compensation Plan. Each Stock Unit represents the right of the recipient to receive a share of Common Stock upon retirement or termination of service.
2. These options are fully vested on the effective date of the grant.

Signatures

/s/ Jessica A. Milner, Attorney-in-Fact for Richard W. Gochnauer
 ** Signature of Reporting Person

01/10/2013
 Date

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

* 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).

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

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 Number.

1. The first part of the document is a list of the names of the authors of the report. The names are listed in alphabetical order of the last name. The names are: John Doe, Jane Smith, and Bob Johnson.

2. The second part of the document is a list of the titles of the chapters of the report. The titles are: Introduction, Methodology, Results, Discussion, and Conclusion.