

**UGI CORP /PA/**  
Reported by  
**VINCENT ROGER B**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/10/13 for the Period Ending 01/08/13

Address	460 N GULPH RD P O BOX 858 KING OF PRUSSIA, PA 19406
Telephone	6103371000
CIK	0000884614
Symbol	UGI
SIC Code	4932 - Gas and Other Services Combined
Industry	Natural Gas Utilities
Sector	Utilities
Fiscal Year	09/30

# 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 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>VINCENT ROGER B</b> <small>(Last) (First) (Middle)</small>  <b>460 NORTH GULPH ROAD</b> <small>(Street)</small>  <b>KING OF PRUSSIA, PA 19406</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>UGI CORP /PA/ [ UGI ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/8/2013</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>
<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/8/2013		A		2800	A	\$0	23075	I	Benefit Plan (1)
UGI Common Stock								10000	I	By Trust (2)

### Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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	Amount or Number of Shares				
Option (right to buy)	\$33.20	1/8/2013		A		8500	(3)	1/8/2013	1/7/2023	UGI Common Stock	8500	\$0	8500	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 securities are held by the Roger B. Vincent, Sr. 2012 Family Trust, for which the reporting person's spouse holds voting and dispositive power as a trustee. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (3) These options are fully vested on the effective date of the grant.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VINCENT ROGER B 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406	X			

#### Signatures

/s/ Jessica A. Milner, Attorney-in-Fact for Roger B. Vincent

1/10/2013

\*\* Signature of Reporting Person

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 control number.

POWER OF ATTORNEY

I, Roger B. Vincent, hereby authorize and designate:

- \* Monica M. Gaudiosi, Vice President and General Counsel, Secretary of UGI Corporation
- \* Steven A. Samuel, Vice President - Law, General Counsel of AmeriGas Propane, Inc.
- \* Matthew A. Woodward, Assistant Secretary of AmeriGas Propane, Inc.
- \* Jessica A. Milner, Assistant Secretary of UGI Corporation
- \* Pamela A. Meredith, Associate Counsel of UGI Corporation
- \* Courtney L. Sia, Manager, Human Resources and Executive Compensation
- \* Lesley H. Aronson, Paralegal of UGI Corporation

each of whom may act individually to execute, acknowledge and file in my name and as my attorney-in-fact a Form 3 Initial Statement of Beneficial Ownership of S

9/14/2012  
Date

/s/ Roger B. Vincent  
Signed