

# UGI CORP /PA/

Reported by  
**BEARD ROBERT F.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/15/13 for the Period Ending 02/13/13

|             |  |
|-------------|--|
| Address     | 460 N GULPH RD<br>P O BOX 858<br>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**

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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

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |
| <b>Beard Robert F.</b>                    |  | <b>UGI CORP /PA/ [ UGI ]</b>                      |  | <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span><br><b>President &amp; CEO of subsidiary</b> |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| <b>460 NORTH GULPH ROAD</b>               |  | <b>2/13/2013</b>                                  |  |   |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| <b>KING OF PRUSSIA, PA 19406</b>          |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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. 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                | 2/13/2013      |                                   | M                         |   | 7000  | A          | \$26.35 | 12511   | D  |   |
| UGI Common Stock                | 2/13/2013      |                                   | F                         |   | 5745  | D          | \$36.06 | 6766  | D  |   |
| UGI Common Stock                |                |                                   |                           |   |   |            |         | 3424  | I  | 401(k) Plan   |

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate 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 |  |   |  |  |
| Option (right to buy)                    | \$26.35  | 2/13/2013      |                                   | M                         |   | 7000   | 10/1/2011                               | 9/30/2018 | UGI Common Stock  | 7000            | \$0  | 0   | D  |  |

#### Explanation of Responses:

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |  |       |
|---|---------------|-----------|--|-------|
|   | Director      | 10% Owner | Officer                                  | Other |
| <b>Beard Robert F.<br/>460 NORTH GULPH ROAD<br/>KING OF PRUSSIA, PA 19406</b> |               |           | <b>President &amp; CEO of subsidiary</b> |       |

#### Signatures

**Monica M. Gaudiosi, Attorney-In-Fact for Robert F. Beard**

**2/15/2013**

\*\* 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.

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