

**UGI CORP /PA/**  
Reported by  
**GAUDIOSI MONICA M**

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

Filed 01/03/13 for the Period Ending 01/01/13

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

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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>Gaudiosi Monica M</b> (Last) (First) (Middle)		<b>UGI CORP /PA/ [ UGI ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
<b>460 NORTH GULPH ROAD</b> (Street)		3. Date of Earliest Transaction (MM/DD/YYYY)		<b>VP, Gen. Counsel &amp; Secretary</b>	
<b>KING OF PRUSSIA, PA 19406</b> (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		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. 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			

### 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$32.71	1/1/2013		A	V	50000	(1)	12/31/2022	UGI Common Stock	50000	\$0	50000	D	

#### Explanation of Responses:

(1) These options vest in three equal annual installments beginning January 1, 2014.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Gaudiosi Monica M</b> <b>460 NORTH GULPH ROAD</b> <b>KING OF PRUSSIA, PA 19406</b>			<b>VP, Gen. Counsel &amp; Secretary</b>	

#### Signatures

Jessica A. Milner, Attorney-In-Fact for Monica M. Gaudiosi      1/3/2013  
\*\* 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, Monica M. Gaudiosi, 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

9/7/2012  
Date

/s/ Monica M. Gaudiosi  
Signed