

FOSTER CHARLES H JR  
 Form 5  
 May 04, 2006

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**FOSTER CHARLES H JR**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**UNIVERSAL CORP /VA/ [UVV]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**1501 N HAMILTON STREET**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**03/31/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**RICHMOND, VA 23230**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount (D) Price			
Common Stock	^	^	^	^ ^ ^	400	D	^
Common Stock	^	^	^	^ ^ ^	3,100	D <sup>(1)</sup>	^
Common Stock	^	^	^	^ ^ ^	1,000	I <sup>(2)</sup>	owned by family trust

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

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SEC 2270 (9-02)

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**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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Options to buy Common Stock <sup>(3)</sup>	\$ 26.875	Â	Â	Â	Â	Â	04/23/1997	10/23/2006	Common Stock	
Options to buy Common Stock <sup>(3)</sup>	\$ 37.875	Â	Â	Â	Â	Â	04/29/1998	10/29/2007	Common Stock	
Options to buy Common Stock <sup>(3)</sup>	\$ 37.125	Â	Â	Â	Â	Â	04/28/1999	10/28/2008	Common Stock	
Options to buy Common Stock <sup>(3)</sup>	\$ 21.8125	Â	Â	Â	Â	Â	04/27/2000	10/27/2009	Common Stock	
Options to buy Common Stock <sup>(3)</sup>	\$ 28.75	Â	Â	Â	Â	Â	04/24/2001	10/24/2010	Common Stock	
Options to buy Common Stock <sup>(3)</sup>	\$ 32.22	Â	Â	Â	Â	Â	04/24/2002	10/24/2011	Common Stock	
Options to buy Common Stock <sup>(3)</sup>	\$ 35.81	Â	Â	Â	Â	Â	04/23/2003	10/23/2012	Common Stock	
Deferred stock units 1 for 1 <sup>(4)</sup>	Â	03/31/2006 <sup>(4)</sup>	Â	A	366.8903	Â	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common stock	36
Options to buy Common Stock <sup>(3)</sup>	\$ 43.12	Â	Â	Â	Â	Â	04/28/2004	10/28/2013	Common Stock	

Options to buy Common Stock <sup>(3)</sup>	\$ 46.7	^	^	^	^	^	02/05/2005	08/05/2014	Common Stock
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER CHARLES H JR 1501 N HAMILTON STREET RICHMOND, VA 23230	^ X	^	^	^

## Signatures

Terri L. Marks, Power of Attorney for Charles H.  
Foster, Jr. 05/04/2006

\_\_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) shares were granted for service as a director. Transfer of shares is prohibited and the shares may be forfeited to the company unless certain specified conditions are met.
- (2) Mr. Foster is the sole trustee of a family trust which holds universal corporation stock.
- (3) grant to director of options to buy common stock under the universal corporation 2002 executive stock plan.
- (4) The deferred stock units were acquired under the universal corporation outside directors' deferred income plan on a periodic basis during the fiscal year ended 3/31/06. Each deferred stock unit will be settled in cash based upon a fixed date payout election or upon death, disability or termination of service, or earlier pursuant to the terms of the plan. The range of high and low market prices for the company's common stock on the dates the deferred stock units were credited was 45.77 and \$36.77 respectively.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.