

AICHELE WILLIAM S
Form 4
October 21, 2008

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
AICHELE WILLIAM S

2. Issuer Name and Ticker or Trading Symbol
UNIVEST CORP OF PENNSYLVANIA [UVSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1401 RICKERT ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Director, Chairman, Pres & CEO

PERKASIE, PA 18944

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON	09/09/2008	09/09/2008	G		\$ 2,500 D 29.655	(1) (2)	D
COMMON	10/17/2008	10/22/2008	A		\$ 6,625 A 21.616	(2) (3)	D
COMMON					82,814.273 (2) (3)		D
COMMON					9,246 (4)		I Trustee - Deferred Salary Saving Plan

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

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SEC 1474
(9-02)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTIONS	\$ 21.616	10/17/2008	10/22/2008	X	1,763	12/31/2004	12/31/2008	COMMON	5,300
STOCK OPTIONS	\$ 21.616	10/17/2008	10/22/2008	F	3,560	12/31/2004	12/31/2008	COMMON	3,560
STOCK OPTIONS	\$ 21.616	10/17/2008	10/22/2008	X	4,862	12/31/2004	12/31/2008	COMMON	20,900
STOCK OPTIONS	\$ 21.616	10/17/2008	10/22/2008	F	16,064	12/31/2004	12/31/2008	COMMON	16,064

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AICHELE WILLIAM S 1401 RICKERT ROAD PERKASIE, PA 18944	X			Director, Chairman, Pres & CEO

Signatures

Jeffrey M. Schweitzer 10/21/2008

**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)

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DOES INCLUDE 2,656.8072 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

(2) DOES INCLUDE 7,003 SHARES OF RESTRICTED STOCK.

(3) DOES INCLUDE 2,844.2730 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

(4) TRUSTEE'S ALLOCATED PECUNIARY INTEREST IN THE SHARES HELD IN THE DEFERRED SALARY SAVING PLAN.

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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