

AICHELE WILLIAM S
Form 4
February 01, 2011

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)
01/31/2011

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common | 01/31/2011 | 01/31/2011 | F | 1,167 (1) D \$ 17.24 | 110,137.1108 (2) (3) | D | |
| Common Stock (Restricted shares subject to vesting) | 01/31/2011 | | A | 7,500 A \$ 0 | 117,637.1108 (2) (4) | D | |
| Common | | | | | 117,637.1108 (2) (4) | D | |
| Common | | | | | 9,623 (5) | I | Trustee - |

Deferred Salary Savings Plan

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

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Options (Right to Buy) | \$ 17.235 | 01/31/2011 | | A | 873 | 01/31/2013 01/31/2021 | Common |
| Incentive Stock Options (Right to Buy) | \$ 17.235 | 01/31/2011 | | A | 8,127 | 01/31/2013 01/31/2021 | COMMON |

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 02/01/2011

**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) VESTED SHARES USED TO PAY TAXES
- (2) DOES INCLUDE 5,932.1108 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (3) DOES INCLUDE 23,403 SHARES OF RESTRICTED STOCK.
- (4) DOES INCLUDE 30,903 SHARES OF RESTRICTED STOCK.
- (5) TRUSTEE'S ALLOCATED PECUNIARY INTEREST IN THE SHARES HELD IN THE DEFERRED SALARY SAVINGS 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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