

UNIVEST CORP OF PENNSYLVANIA  
 Form 5  
 January 26, 2015

**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 \*  
**CLEMENS DOUGLAS C**

(Last) (First) (Middle)

**535 FREEMAN SCHOOL ROAD**

(Street)

**HARLEYSVILLE, PA 19438**

(City) (State) (Zip)

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

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock                           |                                      |  |                                | (A) or (D) Price  | 13,143.9008<br>(1) (2)   | D  |   |
| (Restricted Shares Subject to Vesting) |                                      |  |                                |   | 1,000  | D  |   |

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

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(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) | 8. P... Deri... Sec... (Ins... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares     |
| Phantom Stock                              | Â  | Â                                    | Â  | Â                              | Â Â   | Â (4) Â (4)  | Common  | 8,571.25                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CLEMENS DOUGLAS C<br>535 FREEMAN SCHOOL ROAD<br>HARLEYSVILLE, PA 19438 | Â X           | Â         | Â       | Â     |

## Signatures

Michael S. Keim                      01/26/2015  
 \*\*Signature of                      Date  
 Reporting Person

## 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) DOES INCLUDE 1,000 SHARES OF RESTRICTED STOCK.
- (2) DOES INCLUDE 12,143.9008 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN.  
 THE PHANTOM STOCK UNITS WERE ACCRUED UNDER THE UNIVEST DIRECTORS DEFERRED COMPENSATION PLAN
- (3) ON VARIOUS DATES DURING 2014 AT PRICES RANGING FROM \$18.75 TO \$21.29 PER UNIT; 1 FOR 1 EXCHANGE AT RETIREMENT.
- (4) PHANTOM STOCK RIGHTS ARE EXERCISABLE AT RETIREMENT.

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.