Beard Robert F. Form 4 September 07, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Beard Robert F.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

Security

(Instr. 3)

UGI CORP /PA/ [UGI]

(Check all applicable)

President & CEO of subsidiary

(First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 09/05/2011 below)

below)

460 NORTH GULPH ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

KING OF PRUSSIA, PA 19406

(City) 1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(A)

5. Amount of Securities Beneficially

Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Month/Day/Year)

Execution Date, if

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securities Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security	(N	(Month/Day/Year)	(Instr.	. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Option (right to buy)	\$ 0	09/05/2011		A		10,000	<u>(1)</u>	09/04/2021	UGI Common Stock	10,00
Performance Units	\$ 0	09/05/2011		A		1,500	(2)	12/31/2013	UGI Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Beard Robert F. 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406

President & CEO of subsidiary

Signatures

Margaret M. Calabrese, Attorney-In-Fact for Robert F.
Beard
09/07/2011

**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) These options vest in three equal installments beginning on September 5, 2012.

Effective September 5, 2011, the reporting person was granted performance units under the Amended and Restated UGI Corporation (2) 2004 Omnibus Equity Compensation Plan. Each performance unit represents the right of the recipient to receive a share of stock, if specified performance goals and other conditions are met.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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