

UNIVEST CORP OF PENNSYLVANIA
 Form 5
 January 23, 2014

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 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 *
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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

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

1401 RICKERT ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PERKASIE, PA 18944

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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	07/05/2013	07/10/2013	G	1,000 D	\$ 155,617.9565 20.29 (1) (2)	D	^
Common	12/20/2013	12/25/2013	G	2,000 D	\$ 155,617.9565 20.82 (1) (2)	D	^
Common	12/23/2013	12/26/2013	G	1,000 D	\$ 155,617.9565 21.02 (1) (2)	D	^
Common	^	^	^	^	^	D	^
	^	^	^	^	39,867	D	^

Common
Stock
(Restricted
Shares
Subject to
Vesting)

Common ^ ^ ^ ^ ^ 14,431 ⁽³⁾ I

Trustee -
Deferred
Salary
Savings
Plan

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

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non Qualified Stock Options (Right to Buy)	\$ 24.27	^	^	^	^ ^	12/30/2007 12/30/2015	Common 1,144
Incentive Stock Options (Right to Buy)	\$ 24.27	^	^	^	^ ^	12/30/2007 12/30/2015	Common 2,856
Incentive Stock Options (Right to Buy)	\$ 21.11	^	^	^	^ ^	12/31/2009 12/31/2017	Common 20,211

Non Qualified Stock Options (Right to Buy)	\$ 21.11	^	^	^	^	^	12/31/2009	12/31/2017	Common	6,789
Non Qualified Stock Options (Right to Buy)	\$ 17.235	^	^	^	^	^	01/31/2013	01/31/2021	Common	873
Incentive Stock Options (Right to Buy)	\$ 17.235	^	^	^	^	^	01/31/2013	01/31/2021	Common	8,127
Incentive Stock Options (Right to Buy)	\$ 14.8	^	^	^	^	^	01/31/2014	01/31/2022	Common	9,000
Non Qualified Stock Options (Right to Buy)	\$ 16.88	^	^	^	^	^	01/31/2015	01/31/2023	Common	2,770
Incentive Stock Options (Right to Buy)	\$ 16.88	^	^	^	^	^	01/31/2015	01/31/2023	Common	6,230

Reporting Owners

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

Signatures

Michael S. Keim 01/23/2014

**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 5,946.9565 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

(2) DOES INCLUDE 39,867 SHARES OF RESTRICTED STOCK.

(3) 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 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.