

Kelly Ann P
 Form 4
 November 19, 2018

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 *
 Kelly Ann P

2. Issuer Name and Ticker or Trading Symbol
 UGI CORP /PA/ [UGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 460 NORTH GULPH ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, CAO & Corporate Controller

KING OF PRUSSIA, PA 19406
 (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 | | |
| UGI Common Stock | 11/15/2018 | | M | | 6,000 A \$ 37.98 | 7,701 | D |
| UGI Common Stock | 11/15/2018 | | M | | 2,500 A \$ 33.76 | 10,201 | D |
| UGI Common Stock | 11/15/2018 | | M | | 2,333 A \$ 46.08 | 12,534 | D |
| UGI Common | 11/15/2018 | | S | | 9,595 D \$ 56.8022 | 2,939 | D |

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| | | | |
|------------------------|------------|---|----------------|
| Stock | <u>(1)</u> | | |
| UGI Common Stock | 1,721 | I | 401(k) Plan |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Right to Buy) | \$ 37.98 | 11/15/2018 | | M | 6,000 | 01/01/2018 12/31/2024 | UGI Common Stock | 6,000 |
| Options (Right to Buy) | \$ 33.76 | 11/15/2018 | | M | 2,500 | <u>(2)</u> 12/31/2025 | UGI Common Stock | 2,500 |
| Options (Right to Buy) | \$ 46.08 | 11/15/2018 | | M | 2,333 | <u>(3)</u> 12/31/2026 | UGI Common Stock | 2,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelly Ann P 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406 | | | VP, CAO & Corporate Controller | |

Signatures

/s/ Pamela A. Meredith, Attorney-in-Fact for Ann P.
Kelly

11/19/2018

__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).

The shares of common stock with respect to this transaction were sold at prices ranging from 56.80 to \$56.82. Upon request, UGI

- (1) Corporation will provide to the Securities and Exchange Commission staff, or a security holder of UGI Corporation, full information regarding the number of shares of common stock sold at each separate price.
- (2) These options vest in three equal annual installments beginning January 1, 2017.
- (3) These options vest in three equal annual installments beginning January 1, 2018.

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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