

GREENBERG LON R

Form 4

August 14, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBERG LON R

(Last) (First) (Middle)

460 NORTH GULPH ROAD

(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UGI CORP /PA/ [UGI]

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

08/12/2009

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)

Chairman & CEO

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)
UGI Common Stock	08/12/2009		M	25,000	A \$ 12.57	447,712	D
UGI Common Stock	08/12/2009		S	25,000	D \$ (1) 26.6954	422,712	D
UGI Common Stock	08/12/2009		M	25,000	A \$ 16.99	447,712	D
UGI Common	08/12/2009		S	25,000	D \$ 26.6954	422,712	D

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Stock						(1)	
UGI							
Common Stock	08/13/2009		M	50,000	A	\$ 16.99	472,712 D
UGI						\$	
Common Stock	08/13/2009		S	50,000	D	26.5072	422,712 D
						(2)	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 12.57	08/12/2009		M	25,000	01/01/2006 12/31/2012	UGI Common Stock 25,000
Option (right to buy)	\$ 16.99	08/12/2009		M	25,000	01/01/2007 12/31/2013	UGI Common Stock 25,000
Option (right to buy)	\$ 16.99	08/13/2009		M	50,000	01/01/2007 12/31/2013	UGI Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG LON R 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406	X		Chairman & CEO	

Signatures

Margaret M. Calabrese, Attorney-In-Fact for Lon R.
Greenberg

08/14/2009

__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 stock with respect to this transaction were sold at prices ranging from \$26.63 to \$26.75. Upon request, UGI Corporation
(1) will provide to the Securities and Exchange Commission staff or a security holder of UGI Corporation, full information regarding the number of shares sold at each separate price.

The shares of stock with respect to this transaction were sold at prices ranging from \$26.50 to \$26.54. Upon request, UGI Corporation
(2) will provide to the Securities and Exchange Commission staff or a security holder of UGI Corporation, full information regarding the number of shares sold at each separate price.

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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