

UNIVEST CORP OF PENNSYLVANIA

Form 5

January 23, 2014

FORM 5**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).

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

OMB APPROVAL

OMB
Number: 3235-0362
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response... 1.0

1. Name and Address of Reporting Person *
SHELLY P GREGORY

(Last) (First) (Middle)

736 CLEMENS ROAD

(Street)

TELFORD, PA 18969

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**UNIVEST CORP OF
PENNSYLVANIA [UVSP]**

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

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)
				(A) Amount	or (D)	Price			
Common	Â	Â	Â	Â	Â	Â	92,265.5256 ⁽¹⁾	D	Â
Common	Â	Â	Â	Â	Â	Â	9,052.0826 ⁽²⁾	I	Spouse
Common	Â	Â	Â	Â	Â	Â	1,110.0994 ⁽³⁾	I	Custodian for Laura C. Shelly
Common	Â	Â	Â	Â	Â	Â	964.5674 ⁽⁴⁾	I	Custodian for Zachary

Common	Â	Â	Â	Â	Â	Â	4,120	I	W. Shelly Trustee for Dale K. Slotter
Common	Â	Â	Â	Â	Â	Â	4,009	I	Trustee for Shelly E. Slotter
Common	Â	Â	Â	Â	Â	Â	10,863	I	Irrevocable Trust for Zachary W. Shelly
Common	Â	Â	Â	Â	Â	Â	13,511.5955 (5)	I	Irrevocable Trust for Laura C. Shelly

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock	Â	Â	Â	Â	Â Â	Â (7) Â (7)	Common	10,094.026

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHELLY P GREGORY 736 CLEMENS ROAD TELFORD, PA 18969	Â X Â Â Â

Signatures

Michael S. Keim

01/23/2014

 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) DOES INCLUDE 74,020.9840 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN.

(2) DOES INCLUDE 8,474.6442 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN.

(3) DOES INCLUDE 407.0193 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN.

(4) DOES INCLUDE 387.1290 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN.

(5) DOES INCLUDE 1,815.5955 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
(6) ON VARIOUS DATES DURING 2013 AT PRICES RANGING FROM \$17.420 TO \$20.680 PER UNIT; 1 FOR 1 EXCHANGE AT RETIREMENT.

(7) 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.