

UGI CORP /PA/
Form 10-K/A
June 29, 2007

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

**FORM 10-K/A
AMENDMENT NO. 1 TO
ANNUAL REPORT PURSUANT TO SECTIONS 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2006
Commission file number 1-11071**

**UGI CORPORATION
(Exact name of registrant as specified in its charter)**

Pennsylvania
**(State or Other Jurisdiction of
Incorporation or Organization)**

23-2668356
(I.R.S. Employer Identification No.)

460 North Gulph Road, King of Prussia, PA 19406
(Address of Principal Executive Offices) (Zip Code)
(610) 337-1000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of each Exchange on Which Registered |
|--|--|
| Common Stock, without par value | New York Stock Exchange, Inc. Philadelphia Stock Exchange, Inc. |
| Securities registered pursuant to Section 12(g) of the Act: | None |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No .

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

The aggregate market value of UGI Corporation Common Stock held by nonaffiliates of the registrant on March 31, 2006 was \$2,174,882,441.

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At December 1, 2006 there were 105,816,035 shares of UGI Corporation Common Stock issued and outstanding.

Documents Incorporated By Reference: Portions of the Annual Report to Shareholders for the year ended September 30, 2006 are incorporated by reference into Parts I and II of this Form 10-K. Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on February 27, 2007 are incorporated by reference into Part III of this Form 10-K.

The undersigned registrant hereby amends Item 15 of its Annual Report on Form 10-K for the fiscal year ended September 30, 2006 to include the financial statements required by Form 11-K with respect to the UGI HVAC Enterprises, Inc. Savings Plan, the UGI Utilities, Inc. Savings Plan and the AmeriGas Propane, Inc. Savings Plan, as set forth in Exhibit No. 99.1.

PART IV:

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

(1) and (2) The financial statements and financial statement schedules incorporated by reference or included in this report are listed in the accompanying Index to Financial Statements and Financial Statement Schedules set forth on pages F-2 through F-3 of this report, which is incorporated herein by reference.

(3) List of Exhibits:

The exhibits filed as part of this report are as follows (exhibits incorporated by reference are set forth with the name of the registrant, the type of report and registration number or last date of the period for which it was filed, and the exhibit number in such filing):

| Exhibit No. | Exhibit | Incorporation by Reference | | Exhibit |
|-------------|---|----------------------------|-------------------------|---------|
| | | Registrant | Filing | |
| 3.1 | (Second) Amended and Restated Articles of Incorporation of the Company as amended through June 6, 2005 | UGI | Form 10-Q (6/30/05) | 3.1 |
| 3.2 | Bylaws of UGI as amended through September 28, 2004 | UGI | Form 8-K (9/28/04) | 3.2 |
| 4 | Instruments defining the rights of security holders, including indentures. (The Company agrees to furnish to the Commission upon request a copy of any instrument defining the rights of holders of long-term debt not required to be filed pursuant to Item 601(b)(4) of Regulation S-K) | | | |
| 4.1 | [Intentionally Omitted] | | | |
| 4.2 | The description of the Company's Common Stock contained in the Company's registration statement filed under the Securities Exchange Act of 1934, as amended | UGI | Form 8-B/A (4/17/96) | 3.(4) |

| Exhibit No. | Incorporation by Reference | | | Exhibit |
|-------------|--|-------------------------|---|---------|
| | Exhibit | Registrant | Filing | |
| 4.3 | UGI's (Second) Amended and Restated Articles of Incorporation and Bylaws referred to in 3.1 and 3.2 above | | | |
| 4.4 | Third Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. dated as of December 1, 2004 | AmeriGas Partners, L.P. | Form 8-K (12/1/04) | 3.1 |
| 4.5 | Indenture, dated May 3, 2005, by and among AmeriGas Partners, L.P., a Delaware limited partnership, AmeriGas Finance Corp., a Delaware corporation, and Wachovia Bank, National Association, as trustee | AmeriGas Partners, L.P. | Form 8-K (5/3/05) | 4.1 |
| 4.6 | Indenture, dated January 26, 2006, by and among AmeriGas Partners, L.P., a Delaware limited partnership, AP Eagle Finance Corp., a Delaware corporation, and U.S. Bank National Association, as trustee | AmeriGas Partners, L.P. | Form 8-K (1/26/06) | 4.1 |
| 4.7 | Indenture, dated as of August 1, 1993, by and between UGI Utilities, Inc., as Issuer, and U.S. Bank National Association, as successor trustee, incorporated by reference to the Registration Statement on Form S-3 filed on April 8, 1994 | Utilities | Registration Statement No. 33-77514 (4/8/94) | 4(c) |
| 4.8 | Supplemental Indenture, dated as of September 15, 2006, by and between UGI Utilities, Inc., as Issuer, and U.S. Bank National Association, successor trustee to Wachovia Bank, National Association | Utilities | Form 8-K (9/12/06) | 4.2 |
| 4.9 | Form of Fixed Rate Medium-Term Note | Utilities | Form 8-K (8/26/94) | 4(i) |
| 4.10 | Form of Fixed Rate Series B Medium-Term Note | Utilities | Form 8-K (8/1/96) | 4(i) |
| 4.11 | | Utilities | | 4(ii) |

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|------|---|-----------|-----------------------|-------|
| | Form of Floating Rate Series B Medium-Term Note | | Form 8-K (8/1/96) | |
| 4.12 | Officer s Certificate establishing Medium-Term Notes Series | Utilities | Form 8-K (8/26/94) | 4(iv) |
| 4.13 | Form of Officer s Certificate establishing Series B Medium-Term Notes under the Indenture | Utilities | Form 8-K (8/1/96) | 4(iv) |

| Exhibit No. | Incorporation by Reference | | | Exhibit |
|-------------|---|------------|------------------------|---------|
| | Exhibit | Registrant | Filing | |
| 4.14 | Form of Officers Certificate establishing Series C Medium-Term Notes under the Indenture | Utilities | Form 8-K (5/21/02) | 4.2 |
| 10.1 | Service Agreement (Rate FSS) dated as of November 1, 1989 between Utilities and Columbia, as modified pursuant to the orders of the Federal Energy Regulatory Commission at Docket No. RS92-5-000 reported at Columbia Gas Transmission Corp., 64 FERC ¶61,060 (1993), order on rehearing, 64 FERC ¶61,365 (1993) | UGI | Form 10-K (9/30/95) | 10.5 |
| 10.2** | UGI Corporation 2004 Omnibus Equity Compensation Plan Directors Stock Unit Grant Letter dated as of January 2006 | UGI | Form 8-K (12/6/05) | 10.2 |
| 10.3** | UGI Corporation 2004 Omnibus Equity Compensation Plan Directors Nonqualified Stock Option Grant Letter dated as of January 1, 2006 | UGI | Form 8-K (12/6/05) | 10.3 |
| *10.4** | UGI Corporation 2004 Omnibus Equity Compensation Plan Utilities Employees Performance Unit Grant Letter dated as of January 1, 2006 | | | |
| 10.5** | UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Employees Stock Unit Grant Letter | UGI | Form 8-K (12/6/05) | 10.9 |
| 10.6** | UGI Corporation Directors Deferred Compensation Plan Amended and Restated as of January 1, 2000 | UGI | Form 10-K (9/30/00) | 10.6 |
| *10.7** | UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Employees Performance Unit Grant Letter dated as of January 1, 2006 | | | |
| 10.8** | UGI Corporation Annual Bonus Plan dated March 8, 1996 | UGI | Form 10-Q (6/30/96) | 10.4 |

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|----------|---|-----|-----------------------|------|
| 10.9** | UGI Corporation 2004 Omnibus Equity Compensation Plan AmeriGas Employees Nonqualified Stock Option Grant Letter dated as of January 1, 2006 | UGI | Form 8-K (12/6/05) | 10.6 |
| *10.10** | UGI Corporation 1997 Stock Option and Dividend Equivalent Plan Amended and Restated as of May 24, 2005 | | | |

| Exhibit No. | Incorporation by Reference | | | Exhibit |
|-------------|---|-------------------------|---------------------|---------|
| | Exhibit | Registrant | Filing | |
| 10.11** | AmeriGas Propane, Inc. Executive Employee Severance Pay Plan, as amended December 6, 2004 | AmeriGas Partners, L.P. | Form 10-K (9/30/04) | 10.4 |
| 10.11(a)** | Description of AmeriGas Propane, Inc. Executive Employee Severance Pay Plan, amended July 24, 2006 | AmeriGas Partners, L.P. | Form 10-Q (6/30/06) | 10.1 |
| 10.12** | UGI Corporation Senior Executive Employee Severance Pay Plan as amended December 7, 2004 | UGI | Form 10-K (9/30/04) | 10.12 |
| 10.12(a)** | Description of UGI Corporation Senior Executive Employee Severance Pay Plan, as amended July 25, 2006 | UGI | Form 10-Q (6/30/06) | 10.1 |
| *10.13** | UGI Corporation 2000 Directors Stock Option Plan Amended and Restated as of May 24, 2005 | | | |
| *10.14** | UGI Corporation 2000 Stock Incentive Plan Amended and Restated as of May 24, 2005 | | | |
| 10.15** | Letter Agreement dated May 15, 2002 regarding severance arrangement for Mr. Varagne | UGI | Form 10-K (9/30/05) | 10.15 |
| 10.16** | UGI Corporation Supplemental Executive Retirement Plan Amended and Restated effective October 1, 1996 | UGI | Form 10-Q (6/30/98) | 10 |
| 10.16(a)** | Description of July 25, 2006 Amendment to the UGI Corporation Supplemental Executive Retirement Plan | UGI | Form 10-Q (6/30/06) | 10.2 |
| *10.17** | UGI Corporation 2004 Omnibus Equity Compensation Plan, as amended May 24, 2005 | | | |
| 10.17(a)** | | UGI | | 10.10 |

UGI Corporation 2004 Omnibus
Equity Compensation Plan, as
amended December 7, 2004 Terms
and Conditions as amended
December 6, 2005

Form 8-K
(12/6/05)

| Exhibit No. | Exhibit | Incorporation by Reference Registrant | Filing | Exhibit |
|-------------|--|--|------------------------|---------|
| 10.18 | Credit Agreement dated as of November 6, 2006 among AmeriGas Propane, L.P., as Borrower, AmeriGas Propane, Inc., as Guarantor, Petrolane Incorporated, as Guarantor, Citigroup Global Markets Inc., as Syndication Agent, J.P. Morgan Securities Inc. and Credit Suisse Securities (USA) LLC, as Co- Documentation Agents, Wachovia Bank, National Association, as Agent, Issuing Bank and Swing Line Bank, and the other financial institutions party thereto | AmeriGas Partners, L.P. | Form 8-K (11/6/06) | 10.1 |
| 10.19 | Credit Agreement, dated as of August 11, 2006, among UGI Utilities, Inc., as borrower, and Citibank, N.A., as agent, Wachovia Bank, National Association, as syndication agent, and Citizens Bank of Pennsylvania, Credit Suisse, Cayman Islands Branch, Deutsche Bank AG New York Branch, JPMorgan Chase Bank, N.A., Mellon Bank, N.A., PNC Bank, National Association, and the other financial institutions from time to time parties thereto | Utilities | Form 8-K (8/11/06) | 10.1 |
| 10.20** | Form of Confidentiality and Post-Employment Activities Agreement with AmeriGas Propane, Inc., in its own right and as general partner of AmeriGas Partners, L.P., for Messrs. Bissell, Katz and Knauss | AmeriGas Partners, L.P. | Form 10-Q (3/31/05) | 10.3 |
| 10.21** | Confidentiality and Post-Employment Activities Agreement with AmeriGas Propane, Inc., in its own right and as general partner of AmeriGas Partners, L.P., for Mr. Sheridan | AmeriGas Partners, L.P. | Form 8-K (8/15/05) | 10.1 |
| *10.22** | Summary of Director Compensation as of October 1, 2006 | | | |
| 10.23 | [Intentionally Omitted] | | | |

| | | | | |
|-------|--|----------------------------|------------------------|------|
| 10.24 | Restricted Subsidiary Guarantee by the Restricted Subsidiaries of AmeriGas Propane, L.P., as Guarantors, for the benefit of Wachovia Bank, National Association and the Banks dated as of November 6, 2006 | AmeriGas Partners, L.P. | Form 10-K (9/30/06) | 10.2 |
|-------|--|----------------------------|------------------------|------|

| Exhibit No. | Exhibit | Incorporation by Reference Registrant | Filing | Exhibit |
|-------------|---|--|---|----------|
| 10.25 | Release of Liens and Termination of Security Documents dated as of November 6, 2006 by and among AmeriGas Propane, Inc., Petrolane Incorporated, AmeriGas Propane, L.P., AmeriGas Propane Parts & Service, Inc. and Wachovia Bank, National Association, as Collateral Agent for the Secured Creditors, pursuant to the Intercreditor and Agency Agreement dated as of April 19, 1995 | AmeriGas Partners, L.P. | Form 10-K (9/30/06) | 10.3 |
| 10.26 | [Intentionally Omitted] | | | |
| 10.27 | Trademark License Agreement dated April 19, 1995 among UGI Corporation, AmeriGas, Inc., AmeriGas Propane, Inc., AmeriGas Partners, L.P. and AmeriGas Propane, L.P. | AmeriGas Partners, L.P. | Form 10-Q (3/31/95) | 10.6 |
| 10.28 | Trademark License Agreement, dated April 19, 1995 among AmeriGas Propane, Inc., AmeriGas Partners, L.P. and AmeriGas Propane, L.P. | AmeriGas Partners, L.P. | Form 10-Q (3/31/95) | 10.7 |
| 10.29 | Stock Purchase Agreement dated May 27, 1989, as amended and restated July 31, 1989, between Texas Eastern Corporation and QFB Partners | Petrolane Incorporated/AmeriGas Partners, L.P. | Registration Statement No. 33-69450 | 10.16(a) |
| 10.30** | Description of oral employment at-will arrangements for Messrs. Greenberg, Mendicino, Varagne and Walsh | UGI | Form 10-K (9/30/05) | 10.30 |
| 10.31** | Description of oral employment at-will arrangement for Mr. Bissell | AmeriGas Partners, L.P. | Form 10-K (9/30/05) | 10.30 |
| 10.32** | AmeriGas Propane, Inc. Supplemental Executive Retirement Plan, Amended and Restated as of | AmeriGas Partners, L.P. | Form 10-Q (3/31/05) | 10.1 |

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March 1, 2005

| | | | | |
|------------|---|-------------------------|------------------------|-------|
| 10.32(a)** | Description of AmeriGas Propane, Inc. Supplemental Executive Retirement Plan, amended July 24, 2006 | AmeriGas Partners, L.P. | Form 10-Q (6/30/06) | 10.2 |
| 10.33** | AmeriGas Propane, Inc. Annual Bonus Plan effective October 1, 1998 | AmeriGas Partners, L.P. | Form 10-K (9/30/99) | 10.17 |
| 10.34** | UGI Utilities, Inc. Annual Bonus Plan dated March 8, 1996 | Utilities | Form 10-Q (6/30/96) | 10.4 |

| Exhibit No. | Incorporation by Reference | | | Exhibit |
|-------------|--|----------------------------|------------------------|---------|
| | Exhibit | Registrant | Filing | |
| 10.35** | Form of Change in Control Agreement for Messrs. Greenberg, Mendicino and Walsh | UGI | Form 8-K (12/6/05) | 10.1 |
| 10.36** | UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Employees Nonqualified Stock Option Grant Letter dated as of January 1, 2006 | UGI | Form 8-K (12/6/05) | 10.4 |
| 10.36(a)** | UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Utilities Employees Nonqualified Stock Option Grant Letter dated as of January 1, 2006 | UGI | Form 8-K (12/6/05) | 10.5 |
| 10.37** | Form of Change in Control Agreement for Mr. Bissell | AmeriGas Partners, L.P. | Form 8-K (12/5/05) | 10.1 |
| *10.38** | 2002 Non-Qualified Stock Option Plan Amended and Restated as of May 24, 2005 | | | |
| *10.39** | 1992 Non-Qualified Stock Option Plan Amended and Restated as of May 24, 2005 | | | |
| 10.40 ** | AmeriGas Propane, Inc. Discretionary Long-Term Incentive Plan for Non-Executive Key Employees | AmeriGas Partners, L.P. | Form 10-K (9/30/02) | 10.2 |
| 10.41 | Service Agreement for comprehensive delivery service (Rate CDS) dated February 23, 1999 between UGI Utilities, Inc. and Texas Eastern Transmission Corporation | UGI | Form 10-K (9/30/00) | 10.41 |
| 10.42 | Purchase Agreement dated January 30, 2001 and Amended and Restated on August 7, 2001 by and among Columbia Energy Group, Columbia Propane Corporation, Columbia Propane, L.P., CP Holdings, Inc., AmeriGas Propane, L.P., AmeriGas Partners, L.P., and | AmeriGas Partners, L.P. | Form 8-K (8/8/01) | 10.1 |

AmeriGas Propane, Inc.

| | | | | |
|---------|--|---------------------------------|------------------------|-------|
| 10.43** | UGI Corporation 2004 Omnibus Equity Compensation Plan, Sub-Plan for French Employees Stock Option Grant Letter dated as of 2004 | UGI | Form 10-K (9/30/04) | 10.43 |
| 10.44 | Purchase Agreement by and among Columbia Propane, L.P., CP Holdings, Inc., Columbia Propane Corporation, National Propane Partners, L.P., National Propane Corporation, National Propane SPG, Inc., and Triarc Companies, Inc. dated as of April 5, 1999 | National Propane Partners, L.P. | Form 8-K (4/19/99) | 10.5 |

| Exhibit No. | Incorporation by Reference | | | Exhibit |
|-------------|---|----------------------------|------------------------|---------|
| | Exhibit | Registrant | Filing | |
| 10.45 | Capital Contribution Agreement dated as of August 21, 2001 by and between Columbia Propane, L.P. and AmeriGas Propane, L.P. acknowledged and agreed to by CP Holdings, Inc. | AmeriGas Partners, L.P. | Form 8-K (8/21/01) | 10.2 |
| 10.46 | Promissory Note by National Propane L.P., a Delaware limited partnership in favor of Columbia Propane Corporation dated July 19, 1999 | AmeriGas Partners, L.P. | Form 10-K (9/30/01) | 10.39 |
| 10.47 | Loan Agreement dated July 19, 1999, between National Propane, L.P. and Columbia Propane Corporation | AmeriGas Partners, L.P. | Form 10-K (9/30/01) | 10.40 |
| 10.48 | First Amendment dated August 21, 2001 to Loan Agreement dated July 19, 1999 between National Propane, L.P. and Columbia Propane Corporation | AmeriGas Partners, L.P. | Form 10-K (9/30/01) | 10.41 |
| 10.49 | Columbia Energy Group Payment Guaranty dated April 5, 1999 | AmeriGas Partners, L.P. | Form 10-K (9/30/01) | 10.42 |
| 10.50 | Keep Well Agreement by and between AmeriGas Propane, L.P. and Columbia Propane Corporation dated August 21, 2001 | AmeriGas Partners, L.P. | Form 10-K (9/30/01) | 10.46 |
| 10.51** | AmeriGas Propane, Inc. 2000 Long-Term Incentive Plan on Behalf of AmeriGas Partners, L.P., as amended December 15, 2003 (AmeriGas 2000 Plan). | AmeriGas Partners, L.P. | Form 10-Q (6/30/04) | 10.2 |
| 10.51(a)** | AmeriGas 2000 Plan Restricted Unit Grant Letter dated as of January 1, 2006 | AmeriGas Partners, L.P. | Form 10-K (9/30/06) | 10.20 |
| 10.52 | Storage Transportation Service Agreement (Rate Schedule SST) between Utilities and Columbia dated November 1, 1993, as modified pursuant to orders of the Federal | Utilities | Form 10-K (9/30/02) | 10.25 |

Energy Regulatory Commission

| | | | | |
|-------|---|-----------|------------------------|-------|
| 10.53 | Gas Service Delivery and Supply Agreement between Utilities and UGI Energy Services, Inc. dated August 1, 2004 | Utilities | Form 10-K (9/30/04) | 10.32 |
| 10.54 | No-Notice Transportation Service Agreement (Rate Schedule CDS) between Utilities and Texas Eastern Transmission dated February 23, 1999, as modified pursuant to various orders of the Federal Energy Regulatory Commission | Utilities | Form 10-K (9/30/02) | 10.27 |

| Exhibit No. | Incorporation by Reference | | Filing | Exhibit |
|-------------|--|------------|------------------------|---------|
| | Exhibit | Registrant | | |
| 10.55 | No-Notice Transportation Service Agreement (Rate Schedule CDS) between Utilities and Texas Eastern Transmission dated October 31, 2000, as modified pursuant to various orders of the Federal Energy Regulatory Commission | Utilities | Form 10-K (9/30/02) | 10.28 |
| 10.56 | Firm Transportation Service Agreement (Rate Schedule FT-1) between Utilities and Texas Eastern Transmission dated June 15, 1999, as modified pursuant to various orders of the Federal Energy Regulatory Commission | Utilities | Form 10-K (9/30/02) | 10.29 |
| 10.57 | Amendment No. 1 dated November 1, 2004, to the Service Agreement (Rate FSS) dated as of November 1, 1989 between Utilities and Columbia, as modified pursuant to the orders of the Federal Energy Regulatory Commission at Docket No. RS92-5-000 reported at Columbia Gas Transmission Corp., 64 FERC ¶¶61,060 (1993), order on rehearing, 64 FERC ¶¶61,365 (1993) | Utilities | Form 10-K (9/30/04) | 10.26 |
| 10.58 | Firm Transportation Service Agreement (Rate Schedule FT) between Utilities and Transcontinental Gas Pipe Line dated October 1, 1996, as modified pursuant to various orders of the Federal Energy Regulatory Commission | Utilities | Form 10-K (9/30/02) | 10.31 |
| 10.59 | Amendment No. 1 dated November 1, 2004, to the No-Notice Transportation Service Agreement (Rate Schedule CDS) between Utilities and Texas Eastern Transmission dated February 23, 1999, as modified pursuant to various orders of the Federal Energy Regulatory Commission | Utilities | Form 10-K (9/30/04) | 10.30 |

| | | | | |
|-------|--|-----------|------------------------|-------|
| 10.60 | Amendment No. 1 dated November 1, 2004, to the Firm Transportation Service Agreement (Rate Schedule FT-1) between Utilities and Texas Eastern Transmission dated June 15, 1999, as modified pursuant to various orders of the Federal Energy Regulatory Commission | Utilities | Form 10-K (9/30/04) | 10.33 |
|-------|--|-----------|------------------------|-------|

| Exhibit No. | Incorporation by Reference | | | Exhibit |
|-------------|---|------------|-------------------------|---------|
| | Exhibit | Registrant | Filing | |
| 10.61 | Firm Transportation Service Agreement (Rate Schedule FTS) between Utilities and Columbia Gas Transmission dated November 1, 2004 | Utilities | Form 10-K (9/30/04) | 10.34 |
| 10.62 | Purchase and Sale Agreement by and between Southern Union Company, as Seller, and UGI Corporation, as Buyer, dated as of January 26, 2006 (See Exhibit No. 10.64) | UGI | Form 8-K (1/26/06) | 10.1 |
| 10.63 | Employee Agreement by and between Southern Union Company and UGI Corporation dated as of January 26, 2006 (See Exhibit No. 10.64) | UGI | Form 8-K (1/26/06) | 10.2 |
| 10.64 | First Amendment Agreement, dated August 24, 2006, by and between Southern Union Company, as Seller, and UGI Corporation, as Buyer | Utilities | Form 8-K (8/24/06) | 10.2 |
| 10.65 | Tax Consolidation Agreement, dated June 18, 2004, entered into by UGI Bordeaux Holding and its Subsidiaries named therein | UGI | Form 10-Q (6/30/04) | 10.8 |
| 10.65(a) | Amendment No. 1 dated as of June 24, 2004, to Tax Consolidation Agreement, dated June 18, 2004, as amended, entered into by UGI Bordeaux Holding and its Subsidiaries named therein | UGI | Form 10-Q (12/31/05) | 10.5 |
| 10.65(b) | Amendment No. 2 dated as of December 7, 2005 to Tax Consolidation Agreement, dated June 18, 2004, as amended, entered into by UGI Bordeaux Holding and its Subsidiaries named therein | UGI | Form 10-Q (12/31/05) | 10.6 |
| *10.66** | UGI Corporation 2004 Omnibus Equity Compensation Plan Sub-Plan for French Employees effective | | | |

December
6, 2005

*10.66(a)** UGI Corporation 2004 Omnibus
Equity Compensation Plan Sub-Plan
for French Employees Performance
Unit Grant Letter dated as of
January 1, 2006

| Exhibit No. | Exhibit | Incorporation by Reference Registrant | Filing | Exhibit |
|--------------------|--|--|-------------------------|----------------|
| 10.67 | Senior Facilities Agreement dated December 7, 2005 by and among AGZ Holding, as Borrower and Guarantor, Antargaz, as Borrower and Guarantor, Calyon, as Mandated Lead Arranger, Facility Agent and Security Agent and the Financial Institutions named therein | UGI | Form 10-Q (12/31/05) | 10.1 |
| 10.68 | Pledge of Financial Instruments Account relating to Financial Instruments held by AGZ Holding in Antargaz, dated December 7, 2005, by and among AGZ Holding, as Pledgor, Calyon, as Security Agent, and the Lenders | UGI | Form 10-Q (12/31/05) | 10.2 |
| 10.69 | Pledge of Financial Instruments Account relating to Financial Instruments held by Antargaz in certain subsidiary companies, dated December 7, 2005, by and among Antargaz, as Pledgor, Calyon, as Security Agent, and the Revolving Lenders | UGI | Form 10-Q (12/31/05) | 10.3 |
| 10.70 | Letter of Undertakings dated December 7, 2005, by UGI Bordeaux Holding to AGZ Holding, the Parent of Antargaz, and Calyon, the Facility Agent, acting on behalf of the Lenders, (as defined within the Senior Facilities Agreement) | UGI | Form 10-Q (12/31/05) | 10.4 |
| 10.71 | Seller's Guarantee dated February 16, 2001 among Elf Antar France, Elf Aquitaine and AGZ Holding | UGI | Form 10-Q (3/31/04) | 10.5 |
| 10.72 | Security Agreement for the Assignment of Receivables dated as of December 7, 2005 by and among AGZ Holding, as Assignor, Calyon, as Security Agent, and the Lenders named therein | UGI | Form 10-Q (12/31/05) | 10.7 |

| | | | | |
|-------|--|-----|----------------------|------|
| 10.73 | Security Agreement for the Assignment of Receivables dated as of December 7, 2005 by and among Antargaz, as Assignor, Calyon, as Security Agent, and the Lenders named therein | UGI | Form 10-Q (12/31/05) | 10.8 |
|-------|--|-----|----------------------|------|

| Exhibit No. | Exhibit | Incorporation by Reference Registrant | Filing | Exhibit |
|--------------------|---|--|------------------------|----------------|
| 10.74 | Guarantee Agreement, dated July 26, 2006, between UGI Corporation, as Guarantor, and Raiffeisen Zentralbank Osterreich Aktiengesellschaft (RZB), as Beneficiary, relating to the Multi Currency Working Capital Facility dated July 26, 2006 between Zentraleuropa LPG Holding GmbH (ZLH) and RZB | UGI | Form 10-Q (6/30/06) | 10.5 |
| 10.75 | Guarantee Agreement, dated July 26, 2006, between UGI Corporation, as Guarantor, and RZB, as Beneficiary, relating to the Working Capital Facility dated July 26, 2006 between Flaga GmbH and RZB | UGI | Form 10-Q (6/30/06) | 10.6 |
| 10.76 | Guarantee Agreement, dated July 26, 2006, between UGI Corporation, as Guarantor, and RZB, as Beneficiary, relating to the Term Loan Agreement dated July 26, 2006 between Flaga GmbH and RZB | UGI | Form 10-Q (6/30/06) | 10.7 |
| 10.77 | Term Loan Agreement, dated July 26, 2006, between Flaga GmbH, as Borrower, and RZB, as Lender | UGI | Form 10-Q (6/30/06) | 10.8 |
| 10.78 | Working Capital Facility Agreement, dated July 26, 2006, between Flaga GmbH, as Borrower, and RZB, as Lender | UGI | Form 10-Q (6/30/06) | 10.9 |
| 10.79 | Multi Currency Working Capital Facility Agreement, dated July 26, 2006, between ZLH, as Borrower, and RZB, as Lender | UGI | Form 10-Q (6/30/06) | 10.10 |
| 10.80 | Assignment and Assumption Agreement, dated August 24, 2006, by and between UGI Corporation, as Assignor, and UGI Penn Natural Gas, Inc., as Assignee | Utilities | Form 8-K (8/24/06) | 10.1 |
| 10.81 | | UGI | | 10.1 |

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| | | | | |
|-------|--|-----------|-----------------------|------|
| | Transition Services Agreement, dated August 24, 2006, by and between UGI Corporation and Southern Union Company | | Form 8-K (8/24/06) | |
| 10.82 | Assignment and Assumption Agreement, dated August 24, 2006, by and between UGI Corporation, as Assignor, and UGI Utilities, Inc., as Assignee with respect to the Southern Union Company Pension | Utilities | Form 8-K (8/24/06) | 10.3 |
| 10.83 | Service Agreement (Rate FSS) dated August 16, 2004 between Columbia Gas Transmission Corporation and PG Energy | Utilities | Form 8-K (8/24/06) | 10.4 |

| Exhibit No. | Incorporation by Reference | | | Exhibit |
|-------------|--|------------|------------------------|---------|
| | Exhibit | Registrant | Filing | |
| 10.84 | Service Agreement (Rate SST) dated August 16, 2004 between Columbia Gas Transmission Corporation and PG Energy | Utilities | Form 8-K (8/24/06) | 10.5 |
| 10.85 | Firm Transportation Service Agreement (Rate FT) dated February 1, 1992 between Transcontinental Gas Pipe Line Corporation and PG Energy (as successor to Pennsylvania Gas and Water Company). | Utilities | Form 8-K (8/24/06) | 10.6 |
| 10.86 | Firm Transportation Service Agreement (Rate FT) dated July 10, 1997 between Transcontinental Gas Pipe Line Corporation and PG Energy | Utilities | Form 8-K (8/24/06) | 10.7 |
| 10.87 | Firm Storage and Delivery Service Agreement (Rate GSS) dated July 1, 1996 between Transcontinental Gas Pipe Line Corporation and PG Energy | Utilities | Form 8-K (8/24/06) | 10.8 |
| *13 | Pages 13 through 59 of the 2006 Annual Report to Shareholders | | | |
| 14 | Code of Ethics for principal executive, financial and accounting officers | UGI | Form 10-K (9/30/03) | 14 |
| *21 | Subsidiaries of the Registrant | | | |
| *23 | Consent of PricewaterhouseCoopers LLP | | | |
| ***23.1 | Consent of Morison Cogen LLP | | | |
| *31.1 | Certification by the Chief Executive Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2006 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | |
| ***31.1(a) | Certification by the Chief Executive Officer relating to the Registrant's Report on Form 10-K for the fiscal | | | |

year ended September 30, 2006, as amended by Amendment No. 1 on Form 10-K/A, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

- *31.2 Certification by the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2006 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
-

| Exhibit No. | Exhibit | Incorporation by Reference | Registrant | Filing | Exhibit |
|-------------|---|----------------------------|------------|--------|---------|
| ***31.2(a) | Certification by the Principal Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2006, as amended by Amendment No. 1 on Form 10-K/A, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | | |
| *32 | Certification by the Chief Executive Officer and the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2006, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | | | | |
| ***32(a) | Certification by the Chief Executive Officer and the Principal Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2006, as amended by Amendment No. 1 on Form 10-K/A, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | | | | |
| ***99.1 | Financial Statements and Supplemental Schedule of UGI HVAC Enterprises, Inc. Savings Plan, UGI Utilities, Inc. Savings Plan and AmeriGas Propane, Inc. Savings Plan for the year ended December 31, 2006 | | | | |
| * | Filed with Annual Report on Form 10-K for the fiscal year 2006 filed on December 11, 2006. | | | | |
| ** | As required by Item 14(a)(3), this exhibit is identified as a compensatory | | | | |

plan or
arrangement.

*** Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

UGI CORPORATION

Date: June 29, 2007

By: /s/ Lon R. Greenberg
Lon R. Greenberg
Chairman and Chief Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
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