

UNIVERSAL CORP /VA/  
Form 4  
December 21, 2004

**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 \*  
**STARKEY JAMES H III**

(Last) (First) (Middle)  
**1501 NORTH HAMILTON ST**  
  
(Street)

**RICHMOND, VA 23230**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**UNIVERSAL CORP /VA/ [UVV]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/17/2004**

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)  
**Vice President**

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
Common Stock	12/17/2004	12/17/2004	M		20,808	A	\$ 42.82
Common Stock	12/17/2004	12/17/2004	M		29,384	A	\$ 43.08
Common Stock	12/17/2004	12/17/2004	F		44,740	D	\$ 48.21
Common Stock	12/17/2004	12/17/2004	I		2,302	D	\$ 48.21
Common Stock							16,508
						I	Shares held in the Employee

Common Stock	400	I	Stock Purchase Plan <sup>(1)</sup> Family Trust <sup>(2)</sup>
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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Options to buy Common Stock <sup>(3)</sup>	\$ 42.82	12/17/2004	12/17/2004	M		20,808		12/17/2003	12/05/2012	Common Stock 20,
Options to buy Common Stock <sup>(3)</sup>	\$ 43.08	12/17/2004	12/17/2004	M		29,384		06/17/2004	12/02/2009	Common Stock 29,
Options to buy Common Stock <sup>(3)</sup>	\$ 48.21	12/17/2004		A		36,964		06/17/2005	12/05/2012	Common Stock 36,
Options to buy Common Stock <sup>(3)</sup>	\$ 48.21	12/17/2004		A		7,776		06/17/2005	12/02/2009	Common Stock 7,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

STARKEY JAMES H III  
1501 NORTH HAMILTON ST  
RICHMOND, VA 23230

Vice  
President

## Signatures

Terri L. Marks, Power of Attorney for James H.  
Starkey

12/20/2004

\_\_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) shares held in the employee stock purchase plan
- (2) Mr. Starkey is sole trustee of a family trust which holds UC stock
- (3) options issued under the Executive Stock Plan

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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