

UNIVERSAL CORP /VA/  
Form 4  
June 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FREEMAN GEORGE C III**

(Last) (First) (Middle)  
9201 FOREST HILL AVENUE  
(Street)

RICHMOND, VA 23235

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/01/2015

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, President & 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 06/01/2015                           |  | G <sup>(1)</sup>               | V 200 D \$ 0  | 218,053   | D  |                                   |
| Common Stock                    | 06/01/2015                           |  | G <sup>(2)</sup>               | V 200 D \$ 0  | 217,853   | D  |                                   |
| Common Stock                    | 06/01/2015                           |  | G <sup>(3)</sup>               | V 200 D \$ 0  | 217,653   | D  |                                   |
| Common Stock                    | 06/01/2015                           |  | G                              | V 1,000 D \$ 0  | 216,653 <sup>(4)</sup>  | D  |                                   |
| Common Stock                    | 06/01/2015                           |  | G <sup>(1)</sup>               | V 200 A \$ 0  | 200   | I  | By oldest daughter                |

|              |            |                  |   |     |   |      |     |   |                           |
|--------------|------------|------------------|---|-----|---|------|-----|---|---------------------------|
| Common Stock | 06/01/2015 | G <sup>(2)</sup> | V | 200 | A | \$ 0 | 200 | I | By youngest daughter      |
| Common Stock | 06/01/2015 | G <sup>(3)</sup> | V | 200 | A | \$ 0 | 200 | I | As UGMA custodian for son |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| FREEMAN GEORGE C III<br>9201 FOREST HILL AVENUE<br>RICHMOND, VA 23235 | X             |           | Chairman, President & CEO |       |

## Signatures

George C. Freeman, III, by Preston D. Wigner, Power of Attorney  
 06/02/2015  
 \*\*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).

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(1) This transaction involved a gift of securities by the reporting person to his oldest daughter, who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed as an admission that the reporting person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.

(2) This transaction involved a gift of securities by the reporting person to his youngest daughter, who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed as an admission that the reporting person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.

(3) Transfer to reporting person as custodian for son under Uniform Gifts to Minors Act. The reporting person disclaims beneficial ownership of these shares, and this report should not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(4) Includes 106,613 restricted stock units and 15,314 dividend units on the restricted stock units. The restricted stock units and the dividend units vest on the fifth anniversary of the award date, however, payment will be delayed until termination of service if the individual is a covered employee under Code Section 162(m) on the date of vesting.

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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