

UNIVEST CORP OF PENNSYLVANIA
 Form 4
 February 04, 2013

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 *
 SCHWEITZER JEFFREY M

2. Issuer Name and Ticker or Trading Symbol
 UNIVEST CORP OF PENNSYLVANIA [UVSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3964 GOSHEN DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & COO

HARLEYSVILLE, PA 19438

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock (Restricted Shares Subject to Vesting) | 01/31/2013 | | A | | 5,625 A \$ 0 | 23,842.9 ⁽¹⁾ ₍₂₎ | D |
| Common | 01/31/2013 | 01/31/2013 | F | | 274 ⁽³⁾ D \$ 16.88 | 23,568.9 ⁽¹⁾ ₍₄₎ | D |
| Common | 02/02/2013 | 02/02/2013 | F | | 25 ⁽³⁾ D \$ 16.95 | 23,543.9 ⁽¹⁾ ₍₅₎ | D |
| Common | | | | | | | D |

23,543.9 ⁽¹⁾
(5)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Options (Right to Buy) | \$ 16.88 | 01/31/2013 | | A | 7,000 | 01/31/2015 01/31/2023 | Common | 7,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWEITZER JEFFREY M 3964 GOSHEN DRIVE HARLEYSVILLE, PA 19438 | | | President & COO | |

Signatures

Jeffrey M.
Schweitzer 02/04/2013**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) DOES INCLUDE 3,109.9000 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (2) DOES INCLUDE 17,423 SHARES OF RESTRICTED STOCK.
- (3) VESTED SHARES USED TO PAY TAXES
- (4) DOES INCLUDE 16,694 SHARES OF RESTRICTED STOCK.
- (5) DOES INCLUDE 16,629 SHARES OF RESTRICTED STOCK.

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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