

UNIVEST CORP OF PENNSYLVANIA
 Form 4
 December 13, 2016

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 *
 Conner Eric W

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)
 814 INDIAN CREEK ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

TELFORD, PA 18969

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

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common	12/12/2016		M	1,500	A \$ 22.9	9,956.9633 (1) (2)	D
Common	12/12/2016		D	1,385	D \$ 30.25	8,571.9633 (1) (2)	D
Common	12/12/2016		F	115 (3)	D \$ 30.25	8,456.9633 (1) (2)	D
Common	12/12/2016		M	1,500	A \$ 14.8	9,956.9633 (1) (2)	D
Common	12/12/2016		D	1,258	D \$ 30.25	8,698.9633 (1) (2)	D

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Common	12/12/2016	F	242 ⁽³⁾	D	\$ 30.25	8,456.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	M	1,500	A	\$ 17.58	9,956.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	D	1,302	D	\$ 30.25	8,654.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	F	198 ⁽³⁾	D	\$ 30.25	8,456.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	M	667	A	\$ 18.78	9,123.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	D	588	D	\$ 30.25	8,535.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	F	79 ⁽³⁾	D	\$ 30.25	8,456.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	M	1,500	A	\$ 17.235	9,956.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	D	1,296	D	\$ 30.25	8,660.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	F	204 ⁽³⁾	D	\$ 30.25	8,456.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	M	1,333	A	\$ 16.88	9,789.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	D	1,148	D	\$ 30.25	8,641.9633 <u>(1)</u> <u>(2)</u>	D
Common	12/12/2016	F	185 ⁽³⁾	D	\$ 30.25	8,456.9633 <u>(1)</u> <u>(2)</u>	D

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)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)		
Incentive Stock Options (Right to Buy)	\$ 22.9	12/12/2016	M				Common	1,500
					01/31/2011	01/31/2019		
Incentive Stock Options (Right to Buy)	\$ 14.8	12/12/2016	M				Common	1,500
					01/31/2014	01/31/2022		
Incentive Stock Options (Right to Buy)	\$ 17.58	12/12/2016	M				Common	1,500
					01/31/2012	01/31/2020		
Incentive Stock Options (Right to Buy)	\$ 17.235	12/12/2016	M				Common	1,500
					01/31/2013	01/31/2021		
Incentive Stock Options (Right to Buy)	\$ 16.88	12/12/2016	M				Common	1,333
					01/31/2015	01/31/2023		
Incentive Stock Options (Right to Buy)	\$ 18.78	12/12/2016	M				Common	667
					01/31/2016	01/31/2024		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conner Eric W 814 INDIAN CREEK ROAD TELFORD, PA 18969			Executive Vice President	

Signatures

Megan D.
Santana

12/13/2016

__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 6,640 RESTRICTED SHARES SUBJECT TO VESTING.
- (2) DOES INCLUDE 806.9633 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN.
- (3) SHARES USED TO PAY TAXES.

Note: File three copies of this Form, one of which must be manually signed. If space 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.