

AICHELE WILLIAM S
 Form 5
 February 06, 2009

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 AICHELE WILLIAM S

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Director, Chairman, Pres & CEO

1401 RICKERT ROAD
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

PERKASIE, PA 18944

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| COMMON | Â | Â | Â | Â | Â | Â | 82,974.3636 (1) (2) | D | Â |
| COMMON | Â | Â | Â | Â | Â | Â | 9,370 (3) | I | Trustee - Deferred Salary Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless

SEC 2270 (9-02)

the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|
| | | | | | | Date Exercisable (A) | Expiration Date (D) | |
| STOCK OPTIONS | \$ 28.2667 | Â | Â | Â | Â | Â | 12/31/2005 12/31/2013 | COMMON 20,24 |
| STOCK OPTIONS | \$ 24.27 | Â | Â | Â | Â | Â | 12/30/2007 12/30/2015 | COMMON 15,00 |
| STOCK OPTIONS | \$ 21.11 | Â | Â | Â | Â | Â | 12/31/2009 12/31/2017 | COMMON 27,00 |
| STOCK OPTIONS | \$ 32.14 | Â | Â | Â | Â | Â | 12/31/2009 12/31/2017 | COMMON 5,000 |
| STOCK OPTIONS | \$ 22.9 | Â | Â | Â | Â | Â | 01/31/2010 01/31/2018 | COMMON 2,003 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------------|
| | Director | 10% Owner | Officer | Other |
| AICHELE WILLIAM S 1401 RICKERT ROAD PERKASIE, PA 18944 | Â X | Â | Â | Â Director, Chairman, Pres & CEO |

Signatures

Jeffrey M. Schweitzer 02/06/2009
 **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 3,004.3636 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (2) DOES INCLUDE 5,336 SHARES OF RESTRICTED STOCK.
- (3) TRUSTEE'S ALLOCATED PECUNIARY INTEREST IN THE SHARES HELD IN THE DEFERRED SALARY SAVINGS PLAN.
- (4) DOES INCLUDE 3,333 SHARES OF RESTRICTED STOCK.
- (5) DOES INCLUDE 1,602 SHARES OF RESTRICTED STOCK.

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