

UGI CORP /PA/
Form 4
September 22, 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 *
Ortiz-Landazabal Marie-Dominique

(Last) (First) (Middle)
460 NORTH GULPH ROAD
(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UGI CORP /PA/ [UGI]

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2016

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)
Chief Accounting Officer

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	(D)	Price
UGI Common Stock	09/20/2016		M		5,000	A	\$ 21.81
					8,903	(1)	D
UGI Common Stock	09/20/2016		F(2)		3,166	D	\$ 46.16
					5,737	(1)	D
UGI Common Stock	09/20/2016		M		1,200	A	\$ 27.64
					6,937	(1)	D
UGI Common	09/20/2016		F(2)		866	D	\$ 46.16
					6,071	(1)	D

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Stock								
UGI Common Stock	09/20/2016	M	8,800	A	\$ 27.64	14,871 ⁽¹⁾	D	
UGI Common Stock	09/20/2016	M	3,900	A	\$ 37.98	18,771 ⁽¹⁾	D	
UGI Common Stock	09/20/2016	S	12,700	D	\$ 46.3544 ⁽³⁾	6,071 ⁽¹⁾	D	
UGI Common Stock						2,540	I	401(k) Plan

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
Options (Right to Buy)	\$ 21.81	09/20/2016		M	5,000	01/01/2014 12/31/2022	UGI Common Stock	5,000
Options (Right to Buy)	\$ 27.64	09/20/2016		M	1,200	01/01/2015 12/31/2023	UGI Common Stock	1,200
Options (Right to Buy)	\$ 27.64	09/20/2016		M	8,800	01/01/2016 12/31/2023	UGI Common Stock	8,800
Options (Right to Buy)	\$ 37.98	09/20/2016		M	3,900	01/01/2016 12/31/2024	UGI Common Stock	3,900

Buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ortiz-Landazabal Marie-Dominique 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406			Chief Accounting Officer	

Signatures

/s/ Jessica A. Milner, Attorney-in-Fact for Marie-Dominique Ortiz-Landazabal 09/22/2016

__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) Includes 320 shares acquired under the Issuer's dividend reinvestment plan.
- (2) The shares were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the transaction.
The shares of common stock with respect to this transaction were sold at prices ranging from \$46.33 to \$46.40. Upon request, UGI
- (3) Corporation will provide to the Securities and Exchange Commission staff, or a security holder of UGI Corporation, full information regarding the number of shares of common stock sold at each separate price.

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.