

UNIVEST CORP OF PENNSYLVANIA
 Form 5
 January 22, 2015

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 *
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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President & CEO

3964 GOSHEN DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HARLEYSVILLE, PA 19438

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	11/18/2014	11/21/2014	G	1,300	D	\$ 20.16	32,658.2559 <u>(1) (2)</u>	D	^
Common	^	^	^	^	^	^	32,658.2559 <u>(1) (2)</u>	D	^
Common Stock (Restricted Shares Subject to Vesting)	^	^	^	^	^	^	22,042	D	^

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Incentive Stock Options (Right to Buy)	\$ 21.11	Â	Â	Â	Â	Â	12/31/2009 12/31/2017	Common	6,000
Incentive Stock Options (Right to Buy)	\$ 17.235	Â	Â	Â	Â	Â	01/31/2013 01/31/2021	Common	4,500
Incentive Stock Options (Right to Buy)	\$ 14.8	Â	Â	Â	Â	Â	01/31/2014 01/31/2022	Common	4,500
Incentive Stock Options (Right to Buy)	\$ 16.88	Â	Â	Â	Â	Â	01/31/2015 01/31/2023	Common	7,000
Non-Qualified Stock Options (Right to Buy)	\$ 18.78	Â	Â	Â	Â	Â	01/31/2016 01/31/2024	Common	95,000
Incentive Stock Options (Right to Buy)	\$ 18.78	Â	Â	Â	Â	Â	01/31/2016 01/31/2024	Common	8,000

Reporting Owners

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

Signatures

Michael S. Keim

01/22/2015

 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).
- (1) DOES INCLUDE 22,042 SHARES OF RESTRICTED STOCK.
 - (2) DOES INCLUDE 5,194.2559 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

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.