YOUNG JOHN U Form 5

February 06, 2009 FORM 5

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

Reported

1(b).

1. Name and Address of Reporting Person * YOUNG JOHN U			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) (Mid	ldle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008			_	X Director Officer (give t low)		Owner r (specify		
214 HIGHLAI	ND AVENUE		12,31,200								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting			
			Thed(wond) Day/Teal)					(check applicable line)			
SOUDERTON	J, PA 18964						_	C_ Form Filed by C _ Form Filed by M rson	1 0		
(City)	(State) (Z	ip)	Table I	- Non-Deriva	tive Secur	ities A	Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executi any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3,	(A) o of (D)	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	10,493	D	Â	
COMMON	Â	Â		Â	Â	Â	Â	7,114	I	Spouse	

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 the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Exerc Expiration D (Month/Day/	ate	7. Title and Am Underlying Sec (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK	Â	Â	Â	Â	Â	(2)	(2)	COMMON	5,333.93

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
YOUNG JOHN U 214 HIGHLAND AVENUE SOUDERTON, PA 18964	ÂΧ	Â	Â	Â			

Signatures

Jeffrey M.
Schweitzer

**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).
- THE PHANTOM STOCK UNITS WERE ACCRUED UNDER THE UNIVEST DIRECTORS DEFERRED COMPENSATION PLAN
 (1) ON VARIOUS DATES DURING 2008 AT PRICES RANGING FROM \$20.21 TO \$35.975 PER UNIT; 1 FOR 1 EXCHANGE AT RETIREMENT.
- (2) PHANTOM STOCK RIGHTS ARE EXERCISABLE AT RETIREMENT.

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.

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