

FOSTER CHARLES H JR  
Form 5  
April 23, 2013

**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 \*  
FOSTER CHARLES H JR  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
UNIVERSAL CORP /VA/ [UVV]  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
03/31/2013

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

9201 FOREST HILL AVENUE  
  
(Street)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

RICHMOND, VA 23235  
  
(City) (State) (Zip)

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)	(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 Ownership (Instr. 4)
Restricted Stock and Restricted Stock units	^	^	^	^	^	^	15,091	D <sup>(1)</sup>	^
Common Stock	^	^	^	^	^	^	400	D	^
Common Stock	^	^	^	^	^	^	1,000	I <sup>(2)</sup>	owned by family trust

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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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Deferred Stock units 1 for 1 (Common Stock)	^	^	^	^	^ ^	^ (3) ^ (3)	Common Stock	2,165

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER CHARLES H JR 9201 FOREST HILL AVENUE RICHMOND, VA 23235	^ X	^	^	^

**Signatures**

Charles H. Foster, Jr., by Terri L. Marks, Power of Attorney 04/22/2013

\_\_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) 9,650 restricted stock shares were granted for service as a director. Transfer of shares is prohibited and the shares may be forfeited to the company unless certain specified conditions are met. Also includes 5,100 restricted stock units and 341 dividend equivalent units earned on the restricted stock units. The restricted stock units vest on the third anniversary of the award date, however, payment will be delayed until certain restrictions are met.
- (2) Mr. Foster is the sole trustee of a family trust which holds universal corporation stock.

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- The deferred stock units are held in the Universal Corporation Outside Directors' Deferred Income Plan. Each deferred stock unit will be
- (3) settled in cash based upon a fixed date payout election or upon death, disability or termination of service, or earlier pursuant to the terms of the plan.

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