

AICHELE WILLIAM S
 Form 4
 February 03, 2009

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 *
 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)
 1401 RICKERT ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2009

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

PERKASIE, PA 18944
 (City) (State) (Zip)

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

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			
COMMON	01/31/2009		A	7,500 (1) A \$ 0	90,536.269 (2) (3)	D	
COMMON	02/02/2008		A	2,305 (4) A \$ 0	92,841.269 (3) (5)	D	
COMMON	02/02/2009	02/05/2009	P	2,305 A \$ 24.4	95,146.269 (3) (5)	D	
COMMON					95,146.269 (3) (5)	D	
COMMON					9,370	I	TRUSTEE - DEFERRED SALARY

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(4) RESTRICTED STOCK AWARD; VESTED IN FIVE (5) YEARS.

(5) DOES INCLUDE 15,141 SHARES OF RESTRICTED STOCK.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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