

BIELER WALLACE H  
Form 5  
February 01, 2006

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
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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 \*  
BIELER WALLACE H

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)  
12/31/2005

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior Executive VP & CFO

478 COWPATH ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TELFORD, PA 18969

(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) | 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                          |                                      |  |                                | (A) or (D) Price  | 38,028.7775<br>(1) (2)   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |              |
| STOCK OPTIONS                              | \$ 11.8667   | Â                                    | Â  | Â                              | Â   | 12/31/2002   | 12/31/2006  | COMMON                     | 9,374<br>(2) |
| STOCK OPTIONS                              | \$ 18.8533   | Â                                    | Â  | Â                              | Â   | 12/31/2003   | 12/31/2007  | COMMON                     | 9,374<br>(2) |
| STOCK OPTIONS                              | \$ 21.616  | Â                                    | Â  | Â                              | Â   | 12/31/2004   | 12/31/2008  | COMMON                     | 8,624        |
| STOCK OPTIONS                              | \$ 28.2667   | Â                                    | Â  | Â                              | Â   | 12/31/2005   | 12/31/2013  | COMMON                     | 6,450<br>(2) |
| STOCK OPTIONS                              | \$ 24.27   | Â                                    | Â  | Â                              | Â   | 12/30/2007   | 12/30/2015  | COMMON                     | 7,500        |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| BIELER WALLACE H<br>478 COWPATH ROAD<br>TELFORD, PA 18969 | Â             | Â         | Â Senior Executive VP & CFO | Â     |

## Signatures

Wallace H.  
Bieler

02/01/2006

\*\*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 32,809.9314 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN.

(2) DOES INCLUDE THE 3 FOR 2 STOCK SPLIT IN THE FORM OF A STOCK DIVIDEND ISSUED APRIL 29, 2005.

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

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