

Jastrzebski Thaddeus J
 Form 4
 May 24, 2018

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 *
 Jastrzebski Thaddeus J

(Last) (First) (Middle)
 460 NORTH GULPH ROAD
 (Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 UGI CORP /PA/ [UGI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/22/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
UGI Common Stock	05/22/2018		A		12,000 (1)	A	\$ 0
					12,000	D	

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)

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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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Option (Right to Buy)	\$ 49.19	05/22/2018		A		155,000		(2)	05/21/2028	UGI Common Stock	155,000
Performance Units	\$ 0	05/22/2018		A		4,000		(3)	12/31/2018	UGI Common Stock	4,000
Performance Units	\$ 0	05/22/2018		A		7,000		(3)	12/31/2019	UGI Common Stock	7,000
Performance Units	\$ 0	05/22/2018		A		10,000		(3)	12/31/2020	UGI Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jastrzebski Thaddeus J 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406			Chief Financial Officer	

Signatures

/s/ Pamela A. Meredith, Attorney-in-Fact for Mr. Ted J. Jastrzebski

05/24/2018

**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).

- Effective May 22, 2018, the reporting person was granted Stock Units with dividend equivalents under the UGI Corporation 2013 Omnibus Incentive Compensation Plan. Each Stock Unit represents the right of the reporting person to receive a share of UGI Common Stock in equal annual installments, beginning on the second anniversary of the date of grant.
- (1) Omnibus Incentive Compensation Plan. Each Stock Unit represents the right of the reporting person to receive a share of UGI Common Stock in equal annual installments, beginning on the second anniversary of the date of grant.
- (2) These options vest in equal annual installments beginning May 22, 2019.

- Effective May 22, 2018, the reporting person was granted performance units with dividend equivalents under the UGI Corporation 2013 Omnibus Incentive Compensation Plan. Each performance unit represents the right of the reporting person to receive a share of UGI Common Stock if specified performance goals and other conditions are met.
- (3) Omnibus Incentive Compensation Plan. Each performance unit represents the right of the reporting person to receive a share of UGI Common Stock if specified performance goals and other conditions are met.

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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