

ANDERS MARVIN A
Form 5
January 29, 2003

FORM 5

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

Form 3 Holdings Reported
 Form 4 Transactions Reported

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

Filed By
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1. Name and Address of Reporting Person* ANDERS MARVIN A. (Last) (First) (Middle) 287 HIGHLAND AVENUE (Street) SOUDERTON, PA 18964 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol UVSP - UNIVEST CORPORATION OF PA			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) DIRECTOR AND CHAIRMAN		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 187-30-3716			4. Statement for Month/Year DECEMBER 2002			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
5. If Amendment, Date of Original (Month/Year)								

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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
COMMON							27,024 ⁽¹⁾	D	
COMMON							19,359	I	By spouse
COMMON							96,500	I	Deferred Salary Savings Plan

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number	6. Date Exercisable and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	Action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Action Code (Instr. 8)	of		Date (Month/Day/ Year)	Securities (Instr. 3 & 4)		Security (Instr. 5)	Derivative Securities Beneficially Owned at End of Year (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	Date		Title	Amount or Number of Shares					
STOCK OPTIONS	24.2857						12/31/01	12/31/05	COMMON	8,750		8,750	D	
STOCK OPTIONS	22.25						12/31/02	12/31/06	COMMON	7,500		7,500	D	
STOCK OPTIONS	35.35						12/31/03	12/31/07	COMMON	7,500		7,500	D	
STOCK OPTIONS	40.53						12/31/04	12/31/08	COMMON	9,000		9,000	D	

Explanation of Responses:

(1) DOES NOT INCLUDE 2,743.1599 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996, THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

By: /s/ **WALLACE H. BIELER**

JANUARY 29, 2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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