FREEMAN GEORGE C III

securities beneficially owned directly or indirectly.

Form 5 April 26, 2010

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer FREEMAN GEORGE C III Symbol UNIVERSAL CORP /VA/ [UVV] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner _ Officer (give title X Other (specify 03/31/2010 below) below) 9201 FOREST HILL AVENUE Chairman, President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) RICHMOND, Â VAÂ 23235 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction Securities Form: Direct Indirect Execution Date, if Acquired (A) or Beneficially (Instr. 3) Code Disposed of (D) (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â 60,453 (1) Â D Stock Reminder: Report on a separate line for each class of Persons who respond to the collection of information **SEC 2270**

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

contained in this form are not required to respond unless

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(9-02)

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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. 6. Date Exercisable and Number of Expiration Date (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Appreciation Rights (2)	\$ 36.03	Â	Â	Â	Â	Â	06/13/2007	06/13/2016	common stock	5,000
Stock Appreciation Rights (2)	\$ 62.66	Â	Â	Â	Â	Â	05/24/2008	05/24/2017	common stock	31,80
Stock Appreciation Rights (2)	\$ 51.32	Â	Â	Â	Â	Â	05/28/2009	05/28/2018	common stock	24,20
Stock Appreciation Rights (2)	\$ 35.3	Â	Â	Â	Â	Â	05/27/2010	05/27/2019	common stock	60,00
Options to by Common Stock (3)	\$ 47.28	Â	Â	Â	Â	Â	12/17/2004	12/05/2012	Common Stock	4,144
Options to by Common Stock (3)	\$ 48.21	Â	Â	Â	Â	Â	06/17/2005	12/05/2012	Common Stock	5,67

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FREEMAN GEORGE C III 9201 FOREST HILL AVENUE RICHMOND, VA 23235	Â	Â	Chairman, President & CEO	Â			
Signatures							
George C. Freeman, III, by Terri L. Attorney	er of	04/26/2010					
**Signature of Reporting P		Date					

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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).
- the amount includes 35,500 retricted stock units and 3112 dividend units on the restricted stock units. The retricted stock units and the dividend units vest on the fifth anniversary of the award date, however payment will be delayed until termination of service if the individual is a covered employee under code section 162(m) on the date of vesting.
- (2) after a 12 month perod of the grant date, 1/3 total shares are exercisable and an additional 1/3 for each anniversary date after that for 3 such periods.
- (3) options issued under the executive stock plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.