UNIVERSAL CORP /VA/

Form 4

December 01, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Washington, D.C. 20549
Check this box

OMB Number: 3235-0287

January 31,

2005

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if no longer subject to Section 16. Form 4 or ANGES IN BENEFICIAL OWNERSHIP OF Estimate

Estimated average burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Filed pur obligations may continue. See Instruction

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(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Wigner Preston Douglas | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|---|--|--|--|
| (Last) (First) (Middle) | UNIVERSAL CORP /VA/ [UVV] 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 9201 FOREST HILL AVENUE | (Month/Day/Year) 11/30/2015 | Director 10% Owner Other (specification) VP, General Counsel & Secy | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| RICHMOND, VA 23235 | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secui | rities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--|-------------------|-------|--|--|------------------|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | (| | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | rities Ownership eficially Form: Direct ned (D) or owing Indirect (I) orted (Instr. 4) usaction(s) | | |
| C | | | Code V | Amount | (D) | Price \$ | (mstr. 3 and 1) | | |
| Common Stock | 11/30/2015 | | S | 6,500 | D | 56.745 (1) | 36,811 <u>(2)</u> | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title a | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amount | of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | А | mount | | |
| | | | | | | _ | | 01 | | | |
| | | | | | | Date | Expiration | | lumber | | |
| | | | | | | Exercisable | Date | of | | | |
| | | | | Code V | (A) (D) | | | SI | hares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-------------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Wigner Preston Douglas 9201 FOREST HILL AVENUE RICHMOND, VA 23235 | | | VP, General Counsel & Secy | | | | |

Signatures

Preston D. 12/01/2015 Wigner **Signature of Date Reporting Person

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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.61 to \$56.82 per share, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote..
- Includes 19,100 restricted stock units and 1,896 dividend units on the restricted stock units. The restricted stock units and the dividend (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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