

YOUNG JOHN U
Form 5
January 30, 2003

FORM 5

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).

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
YOUNG JOHN U.			UVSP - UNIVEST CORPORATION OF PA			<input checked="" type="checkbox"/> Director					
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year DECEMBER 2002			<input type="checkbox"/> 10% Owner		
214 HIGHLAND AVENUE									<input type="checkbox"/> Officer (give title below)		
(Street)			160-32-5160			5. If Amendment, Date of Original (Month/Year)			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		
SOUDERTON, PA 18964											
(City)	(State)	(Zip)	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)			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 Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
COMMON							5,250	D	
COMMON							3,675	I	SPOUSE

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form of Deriv-	11. Nature of Indirect Beneficial Owners (Instr. 4)
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	Security	(Month/ Day/ Year)	(Month/ Day/ Year)	(Instr. 8)	of (D)		Date	Expira- tion Date	Title	Amount or Number of Shares	Owned at End of Year (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)	
					(Instr. 3, 4 & 5)	(A)							
Phantom Stock	1 for 1	<u>(1)</u>		A	608.7504	<u>(2)</u>			COMMON	608.7504	<u>(1)</u>	608.7504	D

Explanation of Responses:

(1) THE PHANTOM STOCK UNITS WERE ACCRUED UNDER THE UNIVEST DIRECTORS DEFERRED COMPENSATION PLAN ON VARIOUS DATES DURING 2001 AND 2002 AT PRICES RANGING FROM \$32.375 TO \$39.75 PER UNIT.

(2) PHANTOM STOCK RIGHTS ARE EXERCISABLE AT RETIREMENT.

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

JANUARY 30, 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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