

UNIVEST CORP OF PENNSYLVANIA  
 Form 4/A  
 February 03, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HOCHSTETLER KENNETH D**

2. Issuer Name and Ticker or Trading Symbol  
**UNIVEST CORP OF PENNSYLVANIA [UVSP]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**318 HIGHLAND AVENUE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/31/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Executive VP**

**SOUDERTON, PA 18964**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/03/2009**

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 (D) Price		
COMMON	01/31/2009		A		3,750 (1) \$ 0	(2) (3)	D
COMMON	02/02/2009		A		624 (4) \$ 0	(2) (5)	D
COMMON	02/02/2009	02/05/2009	P		624 A \$ 24.4	(2) (5)	D
COMMON					14,584.5261 (2) (5)		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)

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 Securities (Instr. 3 and 4)
STOCK OPTIONS	\$ 22.9	01/31/2009		A	5,000	01/31/2011 01/31/2019	COMMON 5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOCHSTETLER KENNETH D 318 HIGHLAND AVENUE SOUDERTON, PA 18964			Senior Executive VP	

## Signatures

Jeffrey M. Schweitzer 02/03/2009

\*\*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).

- (1) RESTRICTED STOCK AWARD; VESTED IN THREE (3) YEARS.
- (2) DOES INCLUDE 1,670.5261 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (3) DOES INCLUDE 4,796 SHARES OF RESTRICTED STOCK.
- (4) RESTRICTED STOCK AWARD; VESTED IN FIVE (5) YEARS.
- (5) DOES INCLUDE 5,420 SHARES OF RESTRICTED STOCK.

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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