

Gaudiosi Monica M  
 Form 3  
 April 26, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Gaudiosi Monica M</p> <p>(Last) (First) (Middle)</p> <p>460 NORTH GULPH ROAD</p> <p>(Street)</p> <p>KING OF PRUSSIA, Â PA Â 19406</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/24/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>UGI CORP /PA/ [UGI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP, Gen. Counsel &amp; Secretary</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities beneficially owned.	0	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Options (right to buy)	Â (1)	04/22/2022	UGI Common Stock	50,000	\$ 26.62	D	Â
Performance Units	Â (2)	12/31/2014	UGI Common Stock	10,000	\$ 0	D	Â
Performance Units	Â (3)	12/31/2013	UGI Common Stock	6,667	\$ 0	D	Â
Performance Units	Â (4)	12/31/2012	UGI Common Stock	3,333	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaudiosi Monica M 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406	Â	Â	Â VP, Gen. Counsel & Secretary	Â

## Signatures

Jessica A. Milner, Attorney-In-Fact for Monica M.  
Gaudiosi

04/26/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) These options vest in three equal installments beginning on April 23, 2013.

Effective April 23, 2012, the reporting person was granted performance units under the UGI Corporation 2004 Omnibus Equity

(2) Compensation Plan Amended and Restated as of December 5, 2006. Each performance unit represents the right of the recipient to receive a share of stock, if specified performance goals and other conditions are met.

Effective April 23, 2012, the reporting person was granted performance units under the UGI Corporation 2004 Omnibus Equity

(3) Compensation Plan Amended and Restated as of December 5, 2006. Each performance unit represents the right of the recipient to receive a share of stock, if specified performance goals and conditions are met.

Effective April 23, 2012, the reporting person was granted performance units under the UGI Corporation 2004 Omnibus Equity

(4) Compensation Plan Amended and Restated as of December 5, 2006. Each performance unit represents the right of the recipient to receive a share of stock, if specified performance goals and other conditions are met.

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.