

AICHELE WILLIAM S
 Form 5
 January 29, 2003

FORM 5

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

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person* AICHELE WILLIAM S.			2. Issuer Name and Ticker or Trading Symbol UVSP - UNIVEST CORPORATION OF PA			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 1401 RICKERT ROAD			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 181-38-7759			4. Statement for Month/Year DECEMBER 2002		
(Street) PERKASIE, PA 18944			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		
(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) (Instr. 3, 4 & 5)			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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
COMMON	12/09/02	12/09/02	G4	1,000	D	\$40.25		D	
COMMON	12/09/02	12/09/02	G4	100	D	\$40.25		D	
COMMON	12/09/02	12/09/02	G4	100	D	\$40.25		D	
COMMON	12/09/02	12/09/02	G4	100	D	\$40.25		D	
COMMON							23,664 ⁽¹⁾	D	
COMMON							96,500	I	Deferred Salary Savings Plan

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 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		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 Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
STOCK OPTIONS	24.2857						12/31/01	12/31/05	COMMON	26,250		26,250	D	
STOCK OPTIONS	22.25						12/31/02	12/31/06	COMMON	13,500		13,500	D	
STOCK OPTIONS	35.35						12/31/03	12/31/07	COMMON	13,500		13,500	D	
STOCK OPTIONS	40.53						12/31/04	12/31/08	COMMON	14,000		14,000	D	

Explanation of Responses:

(1) DOES NOT INCLUDE 1,741.6491 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

By: /s/ WALLACE H. BIELER

JANUARY 29, 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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