

AICHELE WILLIAM S  
Form 4  
October 21, 2008

**FORM 4**

**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).

**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 \*  
AICHELE WILLIAM S

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)  
1401 RICKERT ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/09/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Director, Chairman, Pres & CEO

PERKASIE, PA 18944  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| COMMON                          | 09/09/2008                           | 09/09/2008   | G                              |   | 2,500   | D  | \$ 29.655                                  |
|                                 |                                      |  |                                |   |   |  | 76,001.8072<br><u>(1) (2)</u>              |
| COMMON                          | 10/17/2008                           | 10/22/2008   | A                              |   | 6,625   | A  | \$ 21.616                                  |
|                                 |                                      |  |                                |   |   |  | 82,814.273<br><u>(2) (3)</u>               |
| COMMON                          |                                      |  |                                |   |   |  | 82,814.273<br><u>(2) (3)</u>               |
| COMMON                          |                                      |  |                                |   |   |  | 9,246 <u>(4)</u>                           |
|                                 |                                      |  |                                |   |   | I  | Trustee - Deferred Salary Saving Plan      |

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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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| STOCK OPTIONS                              | \$ 21.616  | 10/17/2008                           | 10/22/2008   | X                              | 1,763   | 12/31/2004   | 12/31/2008  | COMMON | 5,300                      |
| STOCK OPTIONS                              | \$ 21.616  | 10/17/2008                           | 10/22/2008   | F                              | 3,560   | 12/31/2004   | 12/31/2008  | COMMON | 3,560                      |
| STOCK OPTIONS                              | \$ 21.616  | 10/17/2008                           | 10/22/2008   | X                              | 4,862   | 12/31/2004   | 12/31/2008  | COMMON | 20,900                     |
| STOCK OPTIONS                              | \$ 21.616  | 10/17/2008                           | 10/22/2008   | F                              | 16,064  | 12/31/2004   | 12/31/2008  | COMMON | 16,064                     |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |                                |
|--|---------------|-----------|---------|--------------------------------|
|  | Director      | 10% Owner | Officer | Other                          |
| AICHELE WILLIAM S<br>1401 RICKERT ROAD<br>PERKASIE, PA 18944 | X             |           |         | Director, Chairman, Pres & CEO |

## Signatures

Jeffrey M. Schweitzer 10/21/2008

\*\*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)

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DOES INCLUDE 2,656.8072 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

(2) DOES INCLUDE 7,003 SHARES OF RESTRICTED STOCK.

(3) DOES INCLUDE 2,844.2730 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

(4) TRUSTEE'S ALLOCATED PECUNIARY INTEREST IN THE SHARES HELD IN THE DEFERRED SALARY SAVING PLAN.

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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