

UNIVEST CORP OF PENNSYLVANIA  
 Form 4  
 May 02, 2006

**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 \*  
 ANDERS MARVIN A

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/17/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

287 HIGHLAND AVENUE

(Street)

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

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) (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 or Price		
COMMON	03/17/2006	03/17/2006	G		1,500 D \$ 25.365	D	72,317.8984 (1)
COMMON	05/01/2006	05/04/2006	A		2,572 A \$ 11.8667	D	74,952.9903 (2)
COMMON	05/01/2006	05/04/2006	A		1,780 A \$ 18.8533	D	76,732.9903 (2)
COMMON	05/01/2006	05/04/2006	A		1,712 A \$ 21.616	D	78,444.9903 (2)
COMMON						D	78,444.9903 (2)

COMMON	36,297	I	Spouse
COMMON	189,000	I	Trustee - Deferred Salary Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

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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	\$ 11.8667	05/01/2006	05/04/2006	X		2,572		12/29/2002	12/31/2006	COMMON	7,03
STOCK OPTIONS	\$ 11.8667	05/01/2006	05/04/2006	F		4,458		12/29/2002	12/31/2006	COMMON	4,45
STOCK OPTIONS	\$ 18.8533	05/01/2006	05/04/2006	X		1,780		12/31/2003	12/31/2007	COMMON	9,33
STOCK OPTIONS	\$ 18.8533	05/01/2006	05/04/2006	F		7,593		12/31/2003	12/31/2007	COMMON	7,59
STOCK OPTIONS	\$ 21.616	05/01/2006	05/04/2006	X		1,712		12/31/2004	12/31/2008	COMMON	14,2
STOCK OPTIONS	\$ 21.616	05/01/2006	05/04/2006	F		12,523		12/31/2004	12/31/2008	COMMON	12,5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERS MARVIN A	X			

287 HIGHLAND AVENUE  
SOUDERTON, PA 18964

## Signatures

Wallace H.  
Bieler

05/02/2006

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) DOES INCLUDE 7,854.8984 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

(2) DOES INCLUDE 7,917.9903 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

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.