

UNIVERSAL CORP /VA/  
Form 4  
December 21, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ROPER HARTWELL H

(Last) (First) (Middle)  
1501 N HAMILTON STREET  
(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UNIVERSAL CORP /VA/ [UVVV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/17/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President & CFO

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 (A) or (D) Price			
Common Stock	12/17/2004	12/17/2004	M	12,737 A \$ 38.9375	0	D	
Common Stock	12/17/2004	12/17/2004	M	44,414 A \$ 42.82	0	D	
Common Stock	12/17/2004	12/17/2004	M	18,084 A \$ 43.08	0	D	
Common Stock	12/17/2004	12/17/2004	F	65,897 D \$ 48.21	0	D	
Common Stock	12/17/2004	12/17/2004	I	3,943 D \$ 48.21	70,430	D	

Common Stock	20,658	I <u>(1)</u>	shares held in the Employee Stock Purchase 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.**

SEC 1474  
(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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Options to buy Common Stock <u>(2)</u>	\$ 38.9375	12/17/2004	12/17/2004	M		12,737		06/15/1998	11/20/2007	Common Stock	12,
Options to buy Common Stock <u>(2)</u>	\$ 42.82	12/17/2004	12/17/2004	M		44,414		12/17/2003	12/05/2012	Common Stock	44,
Options to buy Common Stock <u>(2)</u>	\$ 43.08	12/17/2004	12/17/2004	M		18,084		06/17/2004	12/02/2009	Common Stock	18,
Options to buy Common Stock <u>(2)</u>	\$ 48.21	12/17/2004		A		2,206		06/17/2005	12/02/2009	Common Stock	2,
Options to buy Common Stock <u>(2)</u>	\$ 48.21	12/17/2004		A		10,288		06/17/2005	12/15/2007	Common Stock	10,
Options to buy	\$ 48.21	12/17/2004		A		53,403		06/17/2005	12/05/2012	Common Stock	53,

Common  
Stock <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROPER HARTWELL H 1501 N HAMILTON STREET RICHMOND, VA 23230			Vice President & CFO	

## Signatures

Terri L. Marks, Power of Attorney for Hartwell H. Roper	12/20/2004
--	------------

**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) shares held in the Employee Stock Purchase Plan
- (2) Options issued under the Executive Stock 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.