

Conner Eric W
Form 4
August 23, 2018

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 *
Conner Eric W

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)
814 INDIAN CREEK ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

TELFORD, PA 18969
(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common | 08/21/2018 | | M | 667 | A \$ 16.88 | 10,256.7938 (1) (2) | D |
| Common | 08/21/2018 | | D | 587 | D \$ 28.9 | 9,669.7938 (1) (2) | D |
| Common | 08/21/2018 | | F | 80 (3) | D \$ 28.9 | 9,589.7938 (1) (2) | D |
| Common | 08/21/2018 | | M | 1,333 | A \$ 18.78 | 10,922.7938 (1) (2) | D |
| Common | 08/21/2018 | | D | 1,201 | D \$ 28.9 | 9,721.7938 (1) (2) | D |

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| | | | | | | | |
|--------|------------|---|--------------------|---|----------|---|---|
| Common | 08/21/2018 | F | 132 ⁽³⁾ | D | \$ 28.9 | 9,589.7938 ⁽¹⁾ <u>(2)</u> | D |
| Common | 08/21/2018 | M | 1,333 | A | \$ 18.52 | 10,922.7938 <u>(1) (2)</u> | D |
| Common | 08/21/2018 | D | 1,196 | D | \$ 28.9 | 9,726.7938 ⁽¹⁾ <u>(2)</u> | D |
| Common | 08/21/2018 | F | 137 ⁽³⁾ | D | \$ 28.9 | 9,589.7938 ⁽¹⁾ <u>(2)</u> | D |
| Common | 08/21/2018 | M | 1,940 | A | \$ 19.68 | 11,529.7938 <u>(1) (2)</u> | D |
| Common | 08/21/2018 | D | 1,763 | D | \$ 28.9 | 9,766.7938 ⁽¹⁾ <u>(2)</u> | D |
| Common | 08/21/2018 | F | 177 ⁽³⁾ | D | \$ 28.9 | 9,589.7938 ⁽¹⁾ <u>(2)</u> | D |

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 (Right to Buy) | \$ 16.88 | 08/21/2018 | | M | 667 | 01/31/2015 ⁽⁴⁾ | 01/31/2023 | Common | 667 |
| Stock Options (Right to Buy) | \$ 18.78 | 08/21/2018 | | M | 1,333 | 01/31/2016 ⁽⁴⁾ | 01/31/2024 | Common | 1,333 |
| Stock Options | \$ 18.52 | 08/21/2018 | | M | 1,333 | 01/31/2017 ⁽⁴⁾ | 01/31/2025 | Common | 1,333 |

(Right to Buy)

Stock

Options (Right to Buy) \$ 19.68 08/21/2018 M 1,940 01/31/2017⁽⁴⁾ 01/31/2026 Common 1,940

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Conner Eric W 814 INDIAN CREEK ROAD TELFORD, PA 18969 | | | Executive Vice President | |

Signatures

Megan D. Santana 08/22/2018

**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 5,383 RESTRICTED SHARES SUBJECT TO VESTING.
- (2) DOES INCLUDE 1231.7938 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN.
- (3) SHARES USED TO PAY TAXES.
- (4) Stock options became exercisable at 33.3% per year for three years commencing with the exercisable date indicated.

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.