

Brewer W Keith
 Form 4/A
 May 29, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Brewer W Keith

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9201 FOREST HILL AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/24/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP & COO

RICHMOND, VA 23235
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/29/2012

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 or Price (A) or (D) | | |
| Common Stock | 05/25/2012 | | A | | 16,200 (1) \$ 45.63 | D | |
| Common Stock | 05/25/2012 | | F | | 5,428 (2) (5) \$ 45.63 | D | |
| Common Stock | 05/24/2012 | | F | | 2,430 (3) \$ 45.76 | D | |

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

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number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brewer W Keith 9201 FOREST HILL AVENUE RICHMOND, VA 23235 | | | Executive VP & COO | |

Signatures

W. Keith Brewer, by Terri L. Marks, Power of Attorney
Date: 05/29/2012

**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) previously granted performance shares of common stock that vested on May 25, 2012.
- (2) 5,428 shares of common stock were surrendered to the Company to satisfy the withholding taxes relating to 16,200 previously granted performance shares of common stock that vested on May 25, 2012.
- (3) upon the vesting of restricted stock units and dividend units on the restricted stock units, disposition of common stock to satisfy tax withholding obligations.
- (4) includes 30,450 restricted stock units and 3,433 dividend units on the restricted stock units. The restricted stock units and the dividend units vest on the fifth anniversary of the award date, however payment will be delayed until termination of service if individual is a covered employee under Code Section 162(m) on the date of vesting.
- (5) wrong amount reported.

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.